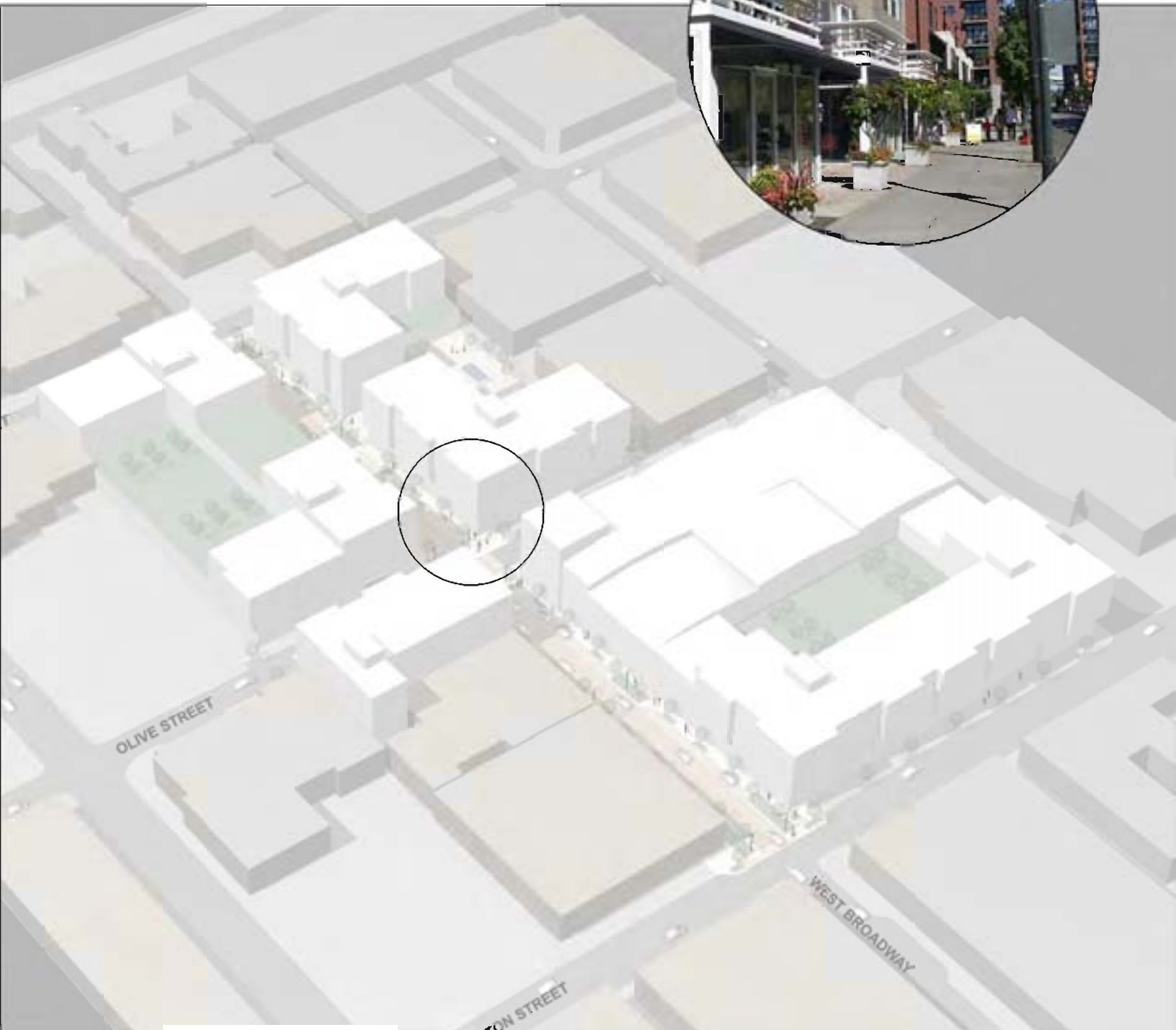


The West End

Eugene, Oregon

West Broadway Proposal | February 2007



Introduction

TK Partners, LLC is currently working with the City to redevelop the Sears site across from the library. The scope of TK Partner's vision for that site was somewhat limited by the blight of the adjacent West Broadway blocks between Charnelton and Willamette. TK Partners was very concerned about developing significant new retail on the Sears site, given the existing condition of the adjacent properties on West Broadway.

With advent of the RFQ for the West Broadway blocks between Charnelton and Willamette, TK Partners believes that the entire block that includes the Sears property together with the other properties in the RFQ should be redeveloped as a synergistic whole into an energetic, dense mixed use retail/entertainment center with housing above in a new district called the West End.

To that end, TK Partners has joined with the principals of KemWoodGray to form a new development entity, KWG Development Partners, which includes the principals of TK Partners and Bruce Wood, Jim Dix and Candace Gray, to submit this response to the RFQ to create The West End retail/entertainment district. KemWoodGray (a joint venture between Bruce Wood's development company, Tom Kemper's development company and Flag, LLC, owned by Jim Dix and Candace Gray, the principals of Gray & Associates – one of the Northwest's foremost retail leasing firms) is just finishing the immensely successful The Pointe at Bridgeport development adjacent to Bridgeport Village in Tualatin.

Hence, this RFQ response includes the Sears site, which would be incorporated by TK Partners into the new development program submitted by KWG Development Partners (KWG) in which the principals of TK Partners will participate.

If KWG is not selected by the City to be the development team under the RFQ, TK Partners, in the alternative, requests that the 10th & Charnelton Sears site be expanded to include the full block, and TK Partners in conjunction with KWG would develop the full block with a program consistent with the vision set forth in this proposal for that property.

A. Development Team Qualifications

1. The Development Team

Developer:

KWG Development Partners ("Developer")
Joint Venture between :
Foundation Real Estate Development, Inc.
KemperCo, LLC
FLAG, LLC
Innovative Construction Solutions, Inc.

C/O KemperCo, LLC
1230 SW First Avenue, Penthouse
Portland, Oregon 97204
503-946-8912
Fax: 503-946-8913

Developer Principals:

KemperCo, LLC ("KemperCo")
1230 SW First Avenue, Penthouse
Portland, Oregon 97204
503-946-8912
Fax: 503-946-8913
Principal: Thomas J. Kemper
Email: tkemper@kempercollc.com

Foundation Real Estate Development, Inc.
1000 SW Broadway, Suite 970
Portland, Oregon 97204
503-546-2321
Fax: 503- 235-5642
Principal: Bruce Wood
Email: bruce.wood@frednw.com

FLAG, LLC
22 NW 23rd Place
Portland, Oregon 97210
503-222-2525
Fax: 503-222-7675
Principals: Jim Dix and Candace Gray
Email: jim@cgrayassociates.com
candace@cgrayassociates.com

Innovative Construction Solutions, Inc. ("ICS")
1230 SW First Avenue, Penthouse
Portland, Oregon 97204
503-946-8912
Fax: 503-946-8913
Principal: Ronald B. Skov
Email: rskov@kempercollc.com

Master Plan Architect

Mulvanny G2 Architecture
601 SW Second Avenue, Suite 1200
Portland, Oregon 97204
503-223-8030
Fax: 971-998-1610
Principal: Gary H. Larson, AIA, FAAR
Email: gary.larson@mulvannyg2.com

Design Architects:

Mulvanny G2
601 SW Second Avenue, Suite 1200
Portland, Oregon 97204
503-223-8030
Fax: 971-998-1610
Principal: Gary H. Larson, AIA, FAAR
Email: gary.larson@mulvannyg2.com

Main Street Architects + Planners, Inc. ("Main Street")
422 East Main Street
Ventura, California 93001
805-652-2115
Principal in charge: Doug Nelson
Email: doug@mainstreetarchitects.com

The principals authorized to act on behalf of the development team are Thomas J. Kemper and Bruce Wood.

The proposed development team brings extensive experience in urban design, award winning architecture, and public/private partnerships.

2. Team Relationships.

- a. KemperCo, Foundation, FLAG and/or ICS are partners in other projects through varying partnering ventures.
- b. The principals of FLAG, Candace Gray and Jim Dix, are principals in Gray & Associates, the retail leasing firm that the Developer will engage to lease the retail space in the development.

3. Team Qualifications.

a. Resumes. Attached as Exhibit A are resumes for Thomas J. Kemper, Bruce Wood, Gray & Associates, Ron Skov, Mulvanny G2, and Main Street.

b. Mixed Use Urban Projects.

The developer partners' previous experience in redevelopment include the following signature projects, which are more particularly described as part of Exhibit A:

Bridgeport Village. The immensely successful Bridgeport Village, completed in 2005, is Oregon's first lifestyle center with 485,000 square feet of retail, office and a 18 screen Regal Cinema theatre complex. Class A retailers at Bridgeport Village include Oregon's first Crate and Barrel, Banana Republic, Apple, Anthropologie, Ann Taylor, Chicos, Coach, Coldwater Creek, J Crew, Talbots, Urban Outfitters, Tommy Bahama, Patrick James and a host of others. Bruce Wood, as Senior Director of OPUS NW, developed the project in a joint venture with Center Oak Properties. Gray & Associates (Candace Gray and Jim Dix) leased the project. Wood and company won the rights to develop the site in a competitive process with Washington County, the owner of the site. With portions of the site located within Tigard and Tualatin and bordering the cities of Durham and Lake Oswego, this complex project required rebuilding the entire street grid at the busiest intersection in the state of Oregon. The project required relocating business in the area as well as coordinating over 100 simultaneous property transactions.

The Pointe at Bridgeport. Across from Bridgeport Village, KemWoodGray is completing the development of a 49,000 square foot retail and office center. Tenants include Jareds, Verizon, Starbucks, Qdoba, Bombay, Jamba Juice, Noahs, and Relax the Back. The attractive project built in the architectural vernacular of Bridgeport Village across the street, is attracting high rents and high retail sales levels consistent with Bridgeport Village. KemWoodGray, the developer of the project, is a joint venture between KemperCo, Foundation, and FLAG (Jim Dix and Candace Gray's company).

The Shops at Old Mill District. A mixed use development of office, housing, lodging, and entertainment/lifestyle retail on 28 acres on the eastern bank of the Deschutes River south of downtown Bend was developed by Bill Smith. Key tenants include Regal Cinemas, REI, Banana Republic, Gap, Victoria Secret, Chico's, Coldwater Creek, American Eagle, and Pacific Sunwear. Gray and Associates helped conceive the project and leased the retail elements which were key to the dramatic success of the mixed use development.

Pioneer Place. Rouse developed this mixed use development with retail, office and a multiscreen movie complex on three blocks in downtown Portland. The project included two blocks of four level retail, a 60,000 foot Saks, and a 16 story office building. Candace Gray, then with Rouse, helped conceive the project and was key in leasing the retail space with national retailers, including Saks Fifth Avenue, Ann Taylor, J Crew, J Jill, Eddie Bauer, Victoria's Secret, Starbucks, Gap and others.

Esther Short Commons. Esther Short Commons, completed in 2005, involves 160 units of both market and affordable rental residential housing over 20,000 feet of retail in downtown Vancouver, Washington in the Esther Short Park Redevelopment Area. The complex financial structure for the five story building involved eight layers of financing, including CDBG, HOME, tax exempt bonds, Housing Trust Funds, city grants, tax credit equity, private equity for the retail condominium, and developer financing. The project provided a new permanent year round indoor home for the Vancouver Farmers Market facing Esther Street, the site of their April through October outdoor market which draws up to 20,000 people a weekend. KemperCo developed this project in a development joint venture with the Vancouver Housing Authority. The \$20 million project has won numerous awards for architecture, including the Community Pride Award, the Golden Nugget and the prestigious National AIA HUD Mixed Income Mixed Use Award for 2006.

The Hawthorne. This project, located in the heart of the Hawthorne District in Portland, involves sixteen townhomes over 18,000 square feet of retail at the intersection of 34th and Hawthorne. The residential condos sold out within four months of completion in the first condo project undertaken in Southeast Portland. The striking architecture of the \$7 million project earned it the Eagle Award in 2004 awarded by the Association of Builders and Contractors for the best project in the Portland metro area that year. This project was developed by KemperCo. Skov was an active partner in the development.

North Main Village. Nestled on the former Safeway site in downtown Milwaukie, this project involves six buildings on two acres, providing 64 affordable rental units and 33 ownership units with 9,000 square feet of retail on Main Street. The financing involves an entity for the affordable housing project with seven layers of financing, including tax exempt bonds, tax credit equity, Metro funding, weatherization loan, state CIF loan, a city loan and developer financing; and an entity with debt and equity for the market portion of the project. The combined cost of \$17 million will provide housing density of about 50 units to the acre. The project features a rain garden/square with a small amphitheatre. The architecture is richly varied from traditional to more contemporary as the project transitions northward across the site from the classic neighboring Masonic Lodge. This project was developed by Main Street Partners, a joint venture between KemperCo and ICS principal Ron Skov.

Center Commons. The \$30 million Center Commons project with 288 units of affordable and market housing with retail at 60th and Glisan was completed in Portland in 2000. Kemper headed the company that developed the project and Skov ran the construction group of the development company. Center Commons won the National AIA HUD Mixed Income Mixed Use Award for 2001.

MulvannyG2 Architecture

MulvannyG2 is an international architectural firm based in Seattle with a strong local office in Portland, Oregon. Mulvanny has a breadth of practice, from standalone retail to skyscrapers. Core competencies include retail, office/highrise, mixed use, hospitality, and multifamily residential. See firm and participant resumes together with comparable projects in Exhibits A and B for samples of MulvannyG2's extensive experience in urban mixed use projects.

Main Street Architects + Planners

Main Street Architects is a Ventura based firm specializing in mixed use development and urban design. The award winning firm represents both government and private development firms. See resumes and sample projects in Exhibits A and B for samples of Main Street's substantial experience in urban, mixed use properties.

c. Public Private Partnerships.

Kemper is very experienced in structuring and implementing complex public/private partnerships. Key examples of significant projects involving highly complex financings in partnership with public entities include:

Esther Short Commons. The partnership involving Esther Short Commons was a complicated series of relationships including a development joint venture between KemperCo and the Vancouver Housing Authority (VHA). VHA and KemperCo put together an intricate network of participation from the City of Vancouver, Clark County and the State of Washington to develop the award winning project and provide a home for the Vancouver Farmers Market which was financed through a lease –sublease structure through the City. It was the determination and faith of the various entities that kept the project together to create a truly remarkable asset for the community.

References: Steve Burdick (City of Vancouver) 360-735-8872

North Main Village. This incredible Milwaukie project has a similarly complex structure, requiring participation of the State of Oregon, Metro, and the City of Milwaukie in a very difficult environment of escalating construction costs. The players pulled together in a public private partnership that will give rise to a remarkable mixed use village which will serve as a catalyst for downtown Milwaukie development.

References: Mike Swanson (City of Milwaukie) 971-409-5432
Phil Whitmore (Metro) 503-797-1931

Center Commons. This 288 unit development of affordable and rental housing came together with the participation of the City of Portland, Metro and the State of Oregon providing a multi-tier financing of tax credit equity, tax exempt bonds, traditional construction financing, Metro funding and Portland Development Commission loans.

Lava Court. This 44 unit affordable housing over retail in the heart of downtown Bend is in predevelopment and is expected to start construction in 2007. This challenging project involves a partnership with Central Oregon Regional Housing Authority (DBA Housing Works) (CORHA). The multi-tier financing will include funds from the State, the housing authority, the City of Bend, tax exempt bonds, and private equity.

Reference: Cyndy Cook (CORHA) 541-923-1018 X 107

Ariel South Apartments. This 96 unit affordable housing project involved a renovation of a declining property in a partnership with CORHA.

Bruce Wood is also very experienced in structuring and implementing complex public/private partnerships. Key examples of significant projects involving highly complex financings in partnership with public entities include:

Bridgeport Village. Recognized as one of the most complex, creative public/private partnerships in the Portland Metro area, this 478,000 sq.ft. lifestyle retail/office/entertainment project was completed in 2004. A unique deal structure was developed that provided a yield on cost formula that determined the overall land value paid to the County. The project also provided more than \$8.5 million dollars of off site road improvements to the area.

Burnside Bridgehead. Working as a partner with Opus Northwest, Foundation Real Estate Development is working with the Portland Development Commission to redevelop approximately five blocks located immediately adjacent to the eastside ramps of the Burnside Bridge. This catalytic project will consist of over 1 million square feet of office/residential/retail and flex industrial product being added to the Central Eastside area of Portland.

4. High Quality Architectural and Urban Design.

The development team members have upheld high standards in architectural design in their projects. Their record of achievement stands by itself. Award winning projects include the following. Site plans, project images, development particulars are included in the project descriptions above and further described in Exhibit A.

Bridgeport Village (OPUS)
ICSC Design Merit Award

Esther Short Commons (KemperCo)
2006 National AIA HUD Mixed Income Mixed Use Award
Golden Nugget Award
Community Pride Award

The Hawthorne (KemperCo)
2004 ABC Portland Chapter Eagle Award

Center Commons (Kemper)
2001 National AIA HUD Mixed Income Mixed Use Award

Southwest Center (OPUS)
2003 SIOR Office Development of the Year

American Honda Regional Training Facility (OPUS)
First industrial building in the world to receive "Gold" LEED designation.

B. Redevelopment Concept

1. The Vision. KWG proposes to combine with the principals of the TK Partners, LLC group to redevelop the entire block bounded by Charnelton, Broadway, 10th and Olive, the two half blocks facing Broadway between Olive and Willamette and the properties on Olive at the northwest corner of Broadway to create an intense "West End" retail/entertainment district with a multiplex theatre, boutique hotel, over 400 housing units and 200,000 feet of retail along Broadway between Charnelton and Willamette. KWG intends to remake West Broadway into a dynamic 24 hour community with restaurants, a multi-screen movie venue, night clubs, a mix of national and local retailers, a large grocer, a high-end hotel, and a dense mix of rental and for sale housing. In essence, these two blocks of Broadway would be recast into downtown Eugene's entertainment hot spot. The proximity of the proposed entertainment center to the Hult Center, and other cultural venues in the adjacent blocks creates the opportunity for tremendous energy in the Redevelopment Area. The adjacent Eugene Transit Center and the new EmX rapid transit system provides a convenient link to the West End entertainment hub from all over the Eugene/Springfield metro area.

2. The Block by Block View of the New West End District. Starting at the southwest corner of the West End, KWG would redevelop the entire block between the library and West Broadway. On the western half of that block, KWG proposes a 55,000 square foot grocer with four levels of rental housing above and two levels of parking underground. The eastern half of the block would give rise to a 55,000 square foot theatre with 12 screens over ground level retail and an underground parking garage. With the inclusion of the West Broadway blocks between Charnelton and Willamette into the mix allowing the creation of a synergistic redevelopment along what has been a drag on the downtown, the Sears site is totally reprogrammed with active and intense retail and entertainment uses (in lieu of the less active live work uses originally proposed by TK Partners).

To the east on the south half block facing West Broadway between Olive and Willamette, KWG would build a five story residential condominium with ground floor retail on the corner of Olive and Broadway and a five story boutique hotel on the corner of Broadway and Willamette. Developer proposes to renovate the Center Court Building and add a southern leg to the structure to create the hotel with 96 rooms with restaurant and meetings facilities on the ground floor.

On the north half block facing Broadway between Olive and Willamette, KWG would build four stories of for sale residential condominiums over retail.

On the northwest corner of Broadway and Olive, KWG would develop four stories of loft style, for sale housing over retail along Olive.

3. The New West End Would Achieve City Goals. The KWG concept would create a dense mix of uses that would generate a 24 hour community and a new center of energy in the downtown. The scale of the buildings would entail varied modules of two to five story structures with differentiated architectural styles and materials. The multiplex theatre will drive a flurry of restaurant use. The Broadway streetscape would be a pedestrian oriented feast of restaurants, music venues, bars and a variety of national and local retailers that would fuel an intense urban experience and rich night life. The plan adds over 400 units of

rental and for sale housing. The project team includes architect firms with a substantial experience in creating great architecture in a dense urban scale with long lasting building materials and systems.

The development program infuses the new West End with a myriad of active uses, including the multiplex theatre, a rich variety of restaurants, music venues, nightspots, a boutique hotel, and an extensive mix of retailers. The adjacent transit nodes will allow easy access to this new vital center. The proposed diverse housing mix will create a strong residential community that will further activate the area.

KWG will work hard to meet sustainability goals of the City in redeveloping these sites. Key features will include: sun shading, use of green roofs, storm water retention, use of sustainable building materials, low E windows, insulation exceeding Code requirements and energy efficient appliances. KWG expects to renovate the Center Court Building into a boutique hotel (provided the program can be accomplished in an economic fashion).

C. Timeliness and Market Feasibility

1. Property Acquisition Strategy. The development program assumes getting control of the entire property inventory proposed by the City along Broadway and pulling the TK Partners controlled Sears property into the overall redevelopment plan. Hence, the properties noted within the purple lined area denoted in Appendix A, Context Map, together with the TK Partners Condominium site (Sears property) are all assumed to be part of the development.

The proposed closing of the acquisition of these properties would occur simultaneously upon the completion of the following Developer conditions:

- a. completion of the purchase agreements/extension of options for the properties,
- b. completion of due diligence relating to typical developer issues, including title, environmental, geotechnical matters, and market substantiation,
- c. letter of intent with a cinema company for a multiplex theatre,
- d. letter of intent with a grocer,
- e. completion of land use analysis demonstrating land use entitlements (Developer understands there is no design review or similar process required for the proposed development, and that the land use entitlements is a function of satisfying City Code requirements.)

KWG expects the City to obtain extensions of option agreements for the properties to facilitate the acquisitions. The principals of TK Partners have agreed to assign their agreement with respect to the Sears site to KWG (obviously with City consent) to KWG (in which they will participate) to facilitate the larger redevelopment. The target acquisition date is expected be early 2008.

2. Preliminary Schedule. Exhibit C sets forth the proposed schedule for the development. KWG does not expect that the project will be phased. What is critical for the success of this redevelopment is the synergy of the retail and entertainment uses and the creation of a sense of place. It has to get built in one phase to effectively accomplish this key goal of the project. Key milestones would be:

Land agreements with the City:	June 2007
LOIs with theatre and grocer:	September 2007
Due diligence:	November 2007
Entitlement verification:	February 2008
CDs complete:	July 2008
Construction start:	September 2008
Construction completion:	November 2009

3. Appropriateness of Development Concept. The KWG vision conjures a dense mixed use development that creates an energetic retail/entertainment center and adds a boutique hotel and over 400 housing units to the downtown. The proposed redevelopment will transform a blighted West Broadway into a hot spot of activity with restaurants, retail, nightclubs, and a variety of housing types, creating a 24 hour community. This new West End District will place these amenities adjacent to the Transit Center and right on the EmX Rapid Transit System, making this venue easily accessible from anywhere in the Eugene/Springfield metroplex. The West End will be a mere ten blocks to the U of O campus on the free-to-students EmX. The architecture will be dramatic and varied. The scale will fit its

neighborhood context, providing structures of two to five stories that will fit in easily to the downtown Eugene skyline. The proposal will provide pockets of green and will be focused on sustainability in its design. This vision is consistent with a national trend to refocusing housing and mixed use development in our downtown communities. The success of this program is dependent on creating a dramatic intensity of entertainment, restaurants and retail that will mutually support each other.

The housing element will offer a variety of housing types. The KWG program will provide:

- a. Approximately 145 units of residential one and two bedroom condominiums on four levels over Broadway between Olive and Willamette. The construction will be wood frame with extensive glass lines. One bedroom units will average 640 square feet and the two bedroom units will be 900 to 1,000 sq.ft. The finish level will be good, with granite, hard wood floors and the like. We would expect these units to sell at around \$300 to \$325 per foot.
- b. 172 rental units in four stories over the grocer along Charnelton between 10th and Broadway. The construction would be wood frame with good apartment finishes. These units would be affordable at 60% of median income and be financed with tax exempt bonds and 4% tax credits.
- c. 45 units of loft style housing in four stories along the west side of Olive north of Broadway would provide affordable for sale housing with lower finishes in open layouts. Units would be smaller to keep the sales prices affordable. We would attempt to sell these units to households below 100% median income levels and would seek to connect potential buyers to first time homebuyer program assistance to achieve this goal.
- d. 64 units of for sale loft style condos.

The contemplated housing program will offer a diverse array of housing to buyers and renters at varying income levels. We will offer traditional condo units, affordable lofts and higher end loft units. The construction program is designed to allow sales at lower per square foot prices. We would expect a mix of young and seniors. Buyers would include a large percentage of twenty/thirty-somethings looking for an urban lifestyle. The mix of housing types will satisfy residential appetites for many diverse users in Eugene. We believe this mix of housing are consistent with market demand in the Eugene market.

D. Financial Capacity

1. Financing Strategy. The financing for the project will split into two pieces. The grocer/172 unit apartment complex will be financed with tax exempt bonds, 4% low income housing tax credit equity, private equity and other debt. The balance of the project will be financed with traditional construction debt and conventional equity.

The market element (ie. the project excluding the grocer/172 unit apartment structure) is by far the larger deal. The construction debt will be sized at the lesser of 75% of fair market value or 85% of cost. Once the debt is sized, the equity amount will be determined. The strategy for the market element will be as follows:

- a. The housing units (condos and loft units) will be sold.
- b. The hotel will be sold on completion under a turnkey arrangement.
- c. The retail/entertainment footage will be retained and refinanced for a long term hold.

The lender for the construction debt is expected to be Bank of America, with whom the development team had approximately \$28 million in construction debt in 2006. It is premature to obtain any proposal from Bank of America. If there are questions about the relationship with BofA, please contact Ann Young at 503-279-3464. Other debt relationships include: West Coast Bank, Albina Community Bank, iQ Credit Union and Capital Pacific Bank.

The most likely equity partner on this transaction would be ScanlanKemperBard Companies (SKB), a Portland based real estate investment banking firm. While it is premature to seek an equity proposal for this transaction from SKB, KemperCo has a strong relationship with SKB who invested in projects with a cost in excess of \$30 million in the last 18 months. (Kemper was a cofounder of SKB.) If there are questions concerning this relationship, please contact Bob Scanlan or Todd Gooding at 503-220-2600. Other equity relationships include NBS Realty Capital, Somera Capital, and other local high net worth individuals in the Portland area.

The hotel is expected to be built on a turnkey basis and sold to Cypress Capital upon completion of the property. To verify the interest of Cypress in the hotel, please contact Rob Gartner at Cypress (503-329-7341).

2. Experience in Financing Developments. Kemper has substantial experience in complex financings in complicated structures involving real estate. The proposed transaction is straight forward relative to other projects completed by Kemper. Examples of large real estate transactions spearheaded by Kemper include:

Esther Short Commons. Esther Short Commons, completed in 2005, involves 160 units of both market and affordable rental residential housing over 20,000 feet of retail in downtown Vancouver. The complex financial structure for the five story \$20 million building involved eight layers of financing, including CDBG, HOME, tax exempt bonds, Housing Trust Funds, city grants, tax credit equity, private equity for the retail condominium, and developer financing. KemperCo developed this project in a development joint venture with the Vancouver Housing Authority. The transaction included creating three condominiums (housing, 8th Street retail and Vancouver Farmers Market retail). The financial engineering for the Farmers Market retail involved a lease – sublease structure through the City of Vancouver.

The Hawthorne. This \$7 million project was financed by a conventional construction loan and a group of individual equity investors.

North Main Village. This Milwaukie project involves six buildings on two acres, providing 64 affordable rental units and 33 ownership units with 9,000 square feet of retail on Main Street. The financings involve an entity for the affordable housing project with seven layers of financing, including tax exempt bonds, tax credit equity, Metro funding, weatherization loan, state CIF loan, a city loan and developer financing; and an entity with debt and SKB equity for the market portion of the project. The combined cost of \$17 million will provide housing density of about 50 units to the acre.

Center Commons. The \$30 million project with 288 units of affordable and market housing with retail at 60th and Glisan completed in Portland in 2000. This involved three financing entities, one for family affordable building, one for the senior affordable and market housing element, and the townhome lots were spun off to a nonprofit who built the townhomes predominantly for first time homebuyers.

The Pointe at Bridgeport. This major \$23 million retail/office center, currently under construction in Tualatin adjacent to Bridgeport Village was financed by conventional construction financing from Bank of America and SKB equity.

3. Financial Statements Commitment. KWG and its development members together with the principals in those entities commit to provide financial statements and other documentation to substantiate the financial condition of the developer.

E. Public Benefit

1. Integration and Enhancement of Downtown. The proposed project integrates well into the downtown community. The scale of the two to five story buildings will fit into the neighboring buildings which are of similar size. The development provides a high concentration of activity and culture near key transit nodes to gain easy access to the project from anywhere in the Eugene/Springfield metropolitan area. The plan will create a energetic entertainment/retail complex, bolstering the closeby Hult Center and other theater venues nearby. The program adds over 400 residential units with a wide variety of housing types, including rental, for sale and affordable for sale units. This will create a dense vibrant 24 hour community, energizing downtown.

The varying architecture by two great design firms will provide a diverse palette of building looks and materials, which will greatly enhance the design character of the downtown. The plan preserves the Center Court building and converts it to a boutique hotel across the street from the Downtown Athletic Club. The high end hotel will be a great asset to the downtown community. The substantial retail space will create a synergistic commercial hub that will generate a base for national and local retailers and provide the Eugene public a great new retail shopping center in the core of the downtown. The housing plan includes 172 rental units of work force housing in addition to affordable for sale housing loft units. The plan will incorporate pocket green spaces throughout its design and will create public art elements.

2. Public Assistance Requested. The ambitious development program sponsored by KWG will require assistance from the City. The following elements are requested:

- a. The City will pay for the parking under the grocer/affordable housing, the hotel and the theatre.
- b. The City will buy down the land to a level that would provide a 13% yield on cost for the development for the equity partner.
- c. The City would be responsible for any utility relocation costs and other offsite costs.
- d. The housing units would be given a ten year property tax abatement.
- e. The City will assist Developer in finding gap financing for the affordable rental housing element, if needed.

3. Financial Return to the City. The benefits of the creation of this phenomenal redevelopment in downtown Eugene will be substantial and long term.

- a. Financial returns to the City will involve significant increase in property tax revenues from the commercial properties. The City should also receive significant increases in income tax revenues from increased employment in the district.
- b. The plan would add over 400 new housing units in the downtown. The housing breaks out into the following categories:

172 rental housing units	at 60% of area median income (AMI)
45 for sale loft condos	at 100% AMI
145 for sale condo units	at market
65 for sale loft units	at market
- c. New job creation would be substantial. It is estimated that the new development would generate approximately 1,600 new jobs (in the retail and hotel properties). In addition, it is

estimated that approximately 1,000 construction jobs would be created during the construction phase, which would generate a total of 2,500 direct and indirect construction related jobs for the community.

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Thomas J. Kemper

KemperCo, LLC
1230 SW First Avenue, Penthouse
Portland, Oregon 97204
503.946-8912
Fax: 503.946-8913
Email: tkemper@kempercollc.com

EDUCATION

B.S Business (Accounting), Portland State University (1976)
J.D., Lewis and Clark Northwestern School of Law (1979)
L.L.M in Taxation, New York University (1980)

EXPERIENCE

Legal Experience

Associate Lawyer, McEwen, Newman Hanna & Gisvold
Associate Lawyer, Esler and Schneider
Tax Counsel, PacifiCorp
Legal Counsel, PacifiCorp Finance, Inc.

Business/Real Estate Experience

Founder & business unit head, Affordable Housing Group (a PacifiCorp Financial Services unit) and its development arm, American Pacific Properties, Inc.
Co-founder & partner, ScanlanKemperBard Companies
Division President, Lennar Affordable Communities
Developer, KemperCo, LLC; Tiger Properties, LLC

Community

Board member, Childrens Land Trust
Former Board member and former Executive Director, Innovative Housing, Inc.
Former Board member & vice chairman, Edgefield Childrens Center
Former board member, Cascade Aids Project
Former Development Committee member, St. John Fisher School
Financial consultant, Concordia College
CYO assistant football coach 2000-2001

Thomas J. Kemper

Selected Transactions

Real Property Development

KemperCo, LLC Developments

Columbia Park Apartments, Rainier, Oregon (28 units)
Hawthorne Mixed Use Development (38,000 feet)
Esther Short Commons, Vancouver, Washington (160 units with retail)
Glisan Residential Subdivision
Esquire Hotel (historic rehabilitation of Brasserie Montmartre Building)
Milwaukie North Main Village (64 apts, 18 lofts, 15 townhomes with retail)
Ariel South Apartments, Bend, Oregon (97 unit apartment acquisition rehab)
Lava Court, Bend Oregon (44 apartments over retail in downtown)
The Pointe at Bridgeport (50,000 sq.ft. retail/office development in Tualatin)
Jefferson Station (25,000 sq.ft office redevelopment in downtown Portland)

American Pacific Properties, Inc. Developments

Center Commons mixed use community, Portland, OR (314 units, \$30 million)
Desert Pines Apartments, Las Vegas, NV (204 units)
Cascade Crossing, Portland, OR (74 units)
Quail Run Apartments, Santa Rosa, CA (200 units)
Santa Teresa Terrace, Santa Teresa, NM (112 units)
Lake Wood Ranch Apartments, Coeur d' Alene, ID (80 units)
Park at Emerald Village, Springfield, OR (96 units)
Santa Teresa Terrace II, Santa Teresa, NM (135 units)
Town Center Apartments, Champaign, IL (144 units)
River Ridge Apartments, Missoula, MT (70 units)
Capistrano Pines Apartments, Henderson, NV (184 units)

Lennar Affordable Communities Developments

Anderson Farms Apartments, Montgomery, IL (122 units)
Auburn Court Apartments, Auburn, WA (296 units)
Burlington Square Apartments, Missoula, MT (51 units)
Charles Wolf Apartments, Altoona, PA (90 units)
Santa Rosa Gardens, Santa Rosa, CA (111 units)
The Cottages of Apache Junction, Apache Junction, AZ (92 units)
Stewart Pines Apartments, Las Vegas, NV (72 units)
Trails at the Park Apartments, Austin, TX (200 units)
Boardwalk Apartments, Olympia, WA (284 units)
Caballo Peak Apartments, Las Alamos, NM (40 units)
Carriage House Apartments, Spokane, WA (124 units)
Essex House Apartments, Waunakee, WI (36 units)
Timberland Crossing Apartments, Central, SC (72 units)
Vintage Gardens at Sweetwater, North Augusta, SC (72 units)
Wiedemann Park Apartments, Wilsonville, OR (58 units)

ScanlanKemperBard Companies Developments

Ariel Glen Apartments, Bend, OR (70 units)

Chapman Point 20 luxury beachfront lot subdivision, Cannon Beach, OR

Affordable Housing Group Developments

Conservatory Place Apartments, Tacoma WA (91 units)

Englewood Gardens Apartments, Yakima, WA (257 units)

Ashworth Woods Apartments, Boalsburg, PA (60 units)

The Fenix Apartments, Pueblo, CO (52 units)

Gowe Court Apartments, Kent, WA (50 units)

Meridian Court Apartments, Federal Way, WA (200 units)

Morris Glen Apartments, Fairfax, VA (60 units)

Orchard Hills Apartments, Richland, WA (142 units)

Park Crest Terrace, State College, PA (240 units)

Parkwood Place Apartments, Plano, TX (194 units)

Southern Pines Apartments, Orlando, FL (208 units)

Country View Apartments, Portland, OR (143 units)

Sunflower Apartments, Tigard, OR (232 units)

Surrey Row Apartments, Dallas, TX (436 units)

Titus Court Apartments, Kent WA (101 units)

Green River Court Apartments, Kent, WA (131 units)

Meeker Court Apartments, Kent, WA (131 units)

Park Court Apartments, Kent, WA (131 units)

Valley Manor Apartments, Wenatchee, WA (50 units)

Virginia Gardens Apartments, Arlington, VA (76 units)

Willamette Court Apartments, Federal Way, WA (108 units)

Woodspring Apartments, Tigard, WA (172 units)

Real Property Investment

Cedar River Court Apartments, Renton, WA (100 units)

Deer Creek Apartments, Everett, WA (186 units)

Hastings Park Apartments, Sacramento, CA (240 units)

Rollingcrest Commons, Chillum, MD (140 units)

San Rafael Apartments, Santa Fe, NM (286 units)

South Forty Apartments, Billings, MT (101 units)

Lakewood Apartments, Stafford, VA (240 units)

Vancouver Office Building (10,000 feet)

Westfair Shopping Plaza, Yakima, Washington (36,000 sq.ft.)

\$1.025 billion in sale-lease/financings of real estate assets

Alamito power plant (New Mexico)

Evalca polymer plant (Port Angeles, WA)

Republic Plaza, fifty story high rise building (Denver, Colorado)

Residential real estate subdivision development

Crawford Housing 16 lot subdivision (Portland, Oregon)

\$476 million in sale-lease/financings of equipment

Western Airlines

Delta Airlines

America West

Boeing

Airbus

Republic Airlines

Air Canada

Purolator Air Courier

Midland marine drilling rig

Soo Lines

Amtrac

Ronald B. Skov

1230 SW 1st Ave, Penthouse
Portland, OR 97204
rskov@kempercollc.com
503-546-2788

Positions of Responsibility

TK Partners, LLC / Principle

Portland, Oregon (2006)

Regional V. P. Construction / Intrawest Placemaking

Reno, Nevada (2005)

Owner / Innovative Construction Solutions, Inc.

Portland, Oregon (Founded 2002)

Director of Construction / Lennar Affordable Communities

Portland, Oregon (1996 – 2002)

President / Skov Construction Group, Ltd.

Bellevue, Washington (1989 – 1996)

Construction Manager / Kurth Construction

Seattle, Washington (1988)

Project Manager / J.M. Rafn Company

Seattle, Washington (1985 – 1987)

Department Manager / Facilities: Huffco Indonesia

Balikpapan, Indonesia (Borneo) (1980 – 1984)

Superintendent of Design / Construction

Huffco Indonesia

Architect / The Hollman Development Company

Beaverton, Oregon

Architect / Brun, Moreland, Christopher Architects

Portland, Oregon

Architect / Lane, Knorr, Plunkett Architects

San Francisco, California

Anchorage, Alaska

Education and Growth

Bach. Of Architecture, University of Oregon

Eugene, Oregon 1972

Registered Architect

Oregon State 1978

Licensed General Contractor

Washington State 1989 (Retired)

Incorporated Consulting Firm

Oregon State 2002

**AIA/HUD Mixed Use/Mixed Income Housing Development Design
Award 2001**

Ronald B. Skov

Personal Profile

More than **30 years in the design/construction industry** with skills ranging from predevelopment services, master planning and building design to corporate facilities management to construction management and general construction services:

Established a **Partnership** in Real Estate Development pursuing a variety of mixed use commercial, retail, and residential projects; focusing on the enhancement and redevelopment of city urban cores. Combining my background in design and the construction fields to provide predevelopment planning, design oversight, and construction management.

As **V. P. of Construction** oversaw regional development construction for an International Resort Developer involving golf and ski master developments. Responsible for staff development and management, all elements of development support, corporate reporting, contract negotiation, dispute resolution, construction oversight and turn over. Projects range from midrise branded condo hotels to custom townhome and duplex condos for sale. Our Villages incorporate a retail, commercial, housing mixed use concept special to the industry of resort hospitality. The current cumulative dwelling units for the current 3 year plan moves from 1200 to 2500 units, in multiple site and state locations, 50,000 sf of retail with capital expenditures in excess of \$500 Million for the Southwest Region.

Launched a design and construction **Consulting** operation focusing on offering a variety of planning, programming, due diligence and construction management services for a 100 Million dollar mixed use urban infill high rise for a Corporate Client.

As a **Director of Construction**, oversaw strategic, technical and manpower development for construction means and methods, along with process planning and product delivery methods, design team selection and contractor negotiations within a national multi-family housing development group. Scope of work included multi-phased master planned communities, suburban infill, to high density, mid rise urban infill mixed use programs. Responsible for covering multiple site locations and team organizations simultaneously, managing in excess of \$150 million annually spread between 12 to 15 sites regionally. Provided detailed oversight planning and management for third party development partners effecting time, budget and quality control.

As a **Company Owner** and President ran all aspects of a general contracting firm; establishing business partners, managing cash flow and operational costs, developing manpower requirements, negotiating subcontracts, orchestrating design build components for clients to budgeting, estimating, scheduling and quality control. Projects covered the full range from individual office renovations to a \$150 million regional mall development.

As a **Construction Manager**, estimated, contracted, tracked and directed a variety of projects covering all phases from tenant improvements to major site work and utility infrastructure to regional commercial facilities.

As an **Owner's Representative**, responsible for overseeing development activities for several regional commercial and multifamily developers providing oversight on planning, scheduling, budgeting, value engineering, quality control and dispute resolution.

As a **Facilities Manager** directed all Architectural and Civil design, managing all aspects of the annually budgeted Capital Improvement Projects program internally, for a major international oil and gas operations facility. Projects covered a range from infrastructure, physical plant improvements to building development requirements for expansion.

As a **Registered Architect**, involved in all phases of architectural practice from design to construction documentation, from contract administration, site inspections to staff management for a variety of housing, institutional and commercial projects.

Bruce A. Wood

Foundation Real Estate Development, Inc.
1000 SW Broadway, Suite 960
Portland OR 97205
(503) 546-2321

Qualifications:

18 years experience in the development, management, financing and leasing of industrial, office and retail projects
Faculty of Portland State University School of Urban Planning specializing in Real Estate Development/Finance
Serve as expert witness and referee on Washington County Court cases and real estate consultant for public agencies
Extensive experience in financial modeling and investment analysis
MBA Harvard Graduate School of Business

Accomplishments:

Developed over 3.4 million sq.ft. of office, retail, and industrial projects in the Portland Metro area. Responsible for all aspects of the development cycle including site acquisition, project design, construction, leasing and management.

Representative projects include:

Bridgeport Village (478,000 sq.ft. Crate & Barrel Anchored Lifestyle Center
Tanasbourne Towncenter (800,000 sq.ft. Power Center)
Ethan Allen Tanasbourne (BTS)
Columbia Gorge Corporate Center (500,000 sq.ft. Business Park)
Opus/205 Distribution Center (128,000 sq.ft. Distribution Center)
Southwest Center (88,000 sq.ft. Suburban Office)
Cornell West (122,000 sq.ft. Suburban Office)
Foster/205 Commerce Center (256,000 sq.ft. Industrial Distribution)
American Honda Regional Distribution and Training Facility (BTS)
Merix Mass Lamination Plant (BTS)
Columbia West Distribution Center (103,000 sq.ft. Industrial)
Stockyards Commerce Center (578,000 sq.ft. Industrial Park)
Rivergate Distribution Center (125,000 sq.ft. Distribution)

Negotiated hundreds of leases and development contracts ranging in size from 200 to 391,000 sq.ft. Including Build-to-Suits for PPG, Avia, Owens Corning, Regal Cinemas, Borders, Crate & Barrel, American Honda Motor Company and Merix.

Most recently completed Bridgeport Village, a 500,000 sq.ft. lifestyle center anchored by Crate & Barrel, Wild Oats, Regal Cinemas, Container Store, and PF Chang's. Other tenants include Talbots, Chico's, Peets Coffee, as well as over 80 other national and regional retailers.

Education:

1986-1988 M.B.A. Harvard Graduate School of Business Administration, Boston MA.

1979-1983 B.A. Baylor University, Waco, TX, **summa cum laude**, Degree concentrations in accounting and Spanish

Employment History:

- 2005-present **President**, Foundation Real Estate Development, Inc. Portland, OR. Founded company focusing on retail, office and industrial projects throughout the Portland metro region and the Western United States. Current projects include a five-block downtown redevelopment project known as the Burnside Bridgehead, redevelopment of a downtown office building into office condominiums, and development of a 43-acre corporate campus/specialty retail center in Phoenix, Arizona.
- 1997-2005 **Senior Director Real Estate Development**, Opus Northwest, LLC. Portland, OR. Responsible for all activities including business development and project management in the Oregon and Southwest Washington region.
- 1993 – 1997 **Director NW Industrial**, Harsch Investments, Portland, OR. Responsible for the acquisition, development, management and leasing of industrial properties for a privately held real estate company.
- 1988-1993 **Marketing Principal**, Trammell Crow Company, Portland, OR. Responsible for all property management, market analysis, land acquisition, project design, financing, construction and marketing of multi-phase office, flex and industrial parks
- 1987 **Strategy Consultant**, Booz, Allen & Hamilton, Dallas TX. Conducted extensive research and financial analysis in various industries including real estate, market pulp and financial services. Determined strategy, marketing programs and organizational adjustments.
- 1983-1986 **Management Consultant**, Arthur Andersen and Company, Houston TX. Supervised project teams, developed work plans and schedules, designed computer systems enhancements and coordinated integration and testing efforts. Worked primarily on accounting and reporting systems. Developed strong expertise in data base design and installation.
- Other** Past President, Harvard Business School Association of Oregon, CRE Designation
Serve on the boards of several community and charitable organizations
Lived and worked in Valencia, Venezuela, Mexico City and Moscow, Russia.
Married, three children

GRAY & ASSOCIATES

The professionals at Gray & Associates, Inc. bring together a wealth of experience within the shopping center industry and street retailing urbanization. Their combined strength and knowledge from a cross-industry perspective allows the firm to approach challenges from a greater vantage in turn being a tremendous asset to the client.

Candace A. Gray - Principal

In 1991 Ms. Gray founded Gray & Associates, Inc. She has executed all aspects of leasing for such notable projects as Portland's newest 500,000 SF lifestyle center—Bridgeport Village anchored by Crate & Barrel, the Shops at the Old Mill District, Bend, Oregon and Pioneer Place in Portland, Oregon, one of the most renowned urban shopping centers on the West Coast. In addition, Ms. Gray has consulted with municipalities and developers on urban re-vitalization and tenant mix strategies.

Ms. Gray was responsible for forming alliances with some of the nation's finest marquee retailers including Regal Entertainment Group, Williams-Sonoma, Pottery Barn, Hold Everything and West Elm, Crate & Barrel, Gap, Banana Republic, Old Navy, Chico's, White House | Black Market, and California Pizza Kitchen to name a few.

Candace Gray graduated with a B.S. from Loma Linda University. She is married to her partner at Gray & Associates, Inc. and is a mother of two daughters. She is currently an active member of International Council of Shopping Centers (ICSC), Urban Land Institute (ULI), Commercial Real Estate Women (CREW), as well as part of the Magnificent Seven and group of developers who sponsor a dinner for 125 of the top retailers in the country at ICSC.

James R. Dix – Principal

Mr. Dix, Principal, joined Gray & Associates in 1995 and with Candace is responsible for implementing the strategic growth for all non-mall deals for the following lifestyle tenants in the Portland metro market including The Gap, Gap Kids, Banana Republic, Old Navy, California Pizza Kitchen, Coldwater Creek, Zao Noodle Bar, and Tutto Bene Café Italia and Gelato Bar. In addition, Jim provides leasing and merchandising expertise to area landlord's including Center Oak Properties, The Shops at Old Mill

District LLC, Oregon Pacific Development, and Opus Northwest, LLC. Mr. Dix's prior experience includes the position of Vice President of retail and store construction with Rampage Clothing Company, based in Los Angeles, California. While at Rampage, Jim was responsible for all the site selection, lease negotiations, legal review and store construction for the Rampage and Friends retail concepts nationwide. Prior to Rampage Jim spent 11 years as Senior Vice President and Director of Retail Leasing for The Yarmouth Group, one of the nation's leading pension fund advisory firms. At Yarmouth, Jim managed the leasing and paralegal staff, as well as directed and the retail leasing and merchandising for Yarmouth's retail portfolio of approximately 22 super regional shopping centers nationwide. Prior to his career at Yarmouth, Jim was associated with the Edward J. DeBartolo Corporation for seven years, where he held various positions within the company including Regional Leasing Director and Marketing.

Thom Brockmiller - Senior Real Estate Advisor

Mr. Brockmiller joined Gray & Associates in 1998 and divides his time equally between tenant representation, urban store-front leasing, and property acquisition and sales. Prior to Gray & Associates he was employed by NIKE for nearly seven years as the Senior Real Estate Manager, both domestically and in Europe. At NIKE Mr. Brockmiller was responsible for the development and implementation of various strategic retail business plans for major U.S. markets and 14 European countries. Significant accomplishments include the successful negotiation of leases for ten NIKETOWN flagship locations in the United States as well as in London and Berlin. Before joining NIKE, Mr. Brockmiller held the position of Vice President-Finance at First City Developments in Seattle where he was responsible for structuring and negotiating all project finance requirements for a regional real estate firm. Prior to First City he spent seven years with Safeco Properties, Inc where he was a Vice President responsible for both finance and asset management functions for a diversified shopping center and office buildings portfolio. Mr. Brockmiller has extensive retail knowledge of the 30 largest markets in the U.S.

Allyson Reed - Senior Managing Director

Ms. Reed joined Gray & Associates in 2006 and is responsible for expanding the firm's retail real estate services with property management capabilities as well as consulting for redevelopment projects. Previously Allyson was Vice President/General Manager of Pioneer Place in Portland, Oregon for The Rouse Company. Allyson brings twenty years of retail merchandising, marketing, leasing and property management expertise in urban mixed-use environments. Throughout her tenure with The Rouse Company she managed a variety of increasingly complex retail initiatives.

She began her retail management career at Faneuil Hall Marketplace in Boston as part of the marketing team positioning it as a premier destination for shopping, dining and entertainment. In 1989, Allyson relocated to Portland, Oregon as Marketing Director to join The Rouse Company's development team in opening Pioneer Place. Allyson stepped into leasing and management responsibilities in 1996 for Pioneer Place including its Class A office building. The expansion of Pioneer Place, in 2000, doubled its retail space and completed the 4-block downtown project. Allyson's leadership role on the development team included directing the successful opening and integration of the new retail and entertainment pavilion with the existing retail project.

Ms. Reed, a Boston-area native, earned a B.A. from Mount Holyoke College and a M.B.A. from the University of Washington in Seattle.

Melissa Prieto - Broker

Ms. Prieto is a graduate of Willamette University and joined Gray & Associates, Inc in 2004 as a Leasing Assistant/Broker. She works in dual capacity as a leasing assistant to both Candace Gray and Jim Dix and is involved in all aspects of leasing activity within the company. In addition, she provides support to other members of staff and communicates with company clients, and brokers.

Cynthia Mulflur - Broker

Ms. Mulflur joined Gray & Associates in 2005 after being a stockbroker for 20 years with Black & Company, Paine Webber, and Bidwell & Company, also serving on Metro Investment Advisory Council and conducting a live market report on KXL-AM for several years. She is actively involved in the community, serving as a past board member of The Dougy Center for Grieving Children and a current board member of SEI and Catlin Gabel School, where her two sons are in 5th and 1st grades. Cindy is married to Tom Mulflur, owner of Mt. Hood Chemical Corporation, a local manufacturer of cleaning products. In her spare time, she enjoys travel, entertaining, tennis, and spending time with her family.

Bridgeport Village - Tualatin, OR

Bridgeport Village is one of the northwest's premiere lifestyle mixed-use development featuring a blend of office, specialty retailing, an upscale grocer, restaurants and entertainment. This development encompasses approximately 30 acres of land and opened May 19, 2005. The property was developed by Opus Northwest and Center Oak Properties.

Gray & Associates, Inc. was hired to develop the tenant-mix strategies, market and lease the 500,000 square foot retail portion of the project. Gray & Associates worked on the project until it was 95% leased--bringing the finest selection of retailers in the state, including many "first-in-the-state concepts;" such as Crate & Barrel, The Container Store, California Pizza Kitchen, Tutto Bene Cafe Italia and Gelato Bar, Zao Noodle Bar, Louie Permelia, Z Gallerie, Via Lago, Helly Hansen, Patrick James, Cole Haan, Tommy Bahama, Talbot's Women, Oregon Scientific, Paris in Portland and Shoefly to name just a few.

The Landing at Evergreen - Vancouver, WA

Developed by Opus NW, The Landing at Evergreen will be located on Mill Plain Blvd. at 136th. This lifestyle center will house approximately 340,000 square feet of quality retail and restaurants. Planned anchor tenants include a gourmet grocer, bookstore, several apparel and home furnishing retailers. In addition the development will house approximately 160,000 square feet of office in two towers and a mid-rise motel/hotel. The Landing is slated for a late 2007 opening. Gray & Associates, Inc. has been retained to develop a tenant-mix strategy, market and lease this development.

The Shops at the Old Mill District - Bend, OR

A mixed-use development consisting of office, housing, lodging and entertainment/lifestyle retail inspired and developed by Bill Smith of River Shops, LLC. The Shops at the Old Mill, is the retail hub of The Old Mill District, encompassing approximately 28 acres on the eastern banks of the Deschutes River. Focusing on a paved river-walk running three-quarters of a mile along the river's edge, The Shops offer a variety of entertainment and dining environments, as well as distinctive retail shops of all types.

The Les Schwab Amphitheatre, an open air venue linked to The Shops by a pedestrian bridge, opened in 2001 and host up to 9,000 patrons per year. The project first opened in May 2001 and its anchor tenants include Regal Cinema (16-screens) and REI. Other tenants include: Banana Republic, Gap/Gap Kids, Victoria Secret, Pacific Sunwear, Chico's, Lahaina Galleries, Sunglass Hut, Coldwater Creek, American Eagle, Anthony's Restaurant, Greg's Grill, Red Robin and Ben and Jerry's to name a few.

Gray & Associates is currently leasing Phases II and III of The Shops adding an additional 150,000 sq. ft. of retail to the Center. Phase II will open October, 2007.

Bridgeport Commons - Tualatin, OR

Located just one-quarter mile south of Bridgeport Village, the Pacific Northwest's premier outdoor lifestyle center, Bridgeport Commons combines a distinctive blend of upscale shops and fine dining establishments.

The natural elegance and open-air atmosphere of Bridgeport Commons offers 66,000 square feet of retail and restaurant space, outdoor seating, a relaxing water feature, strong pedestrian connections and over 360 parking stalls.

Bridgeport Commons is situated prominently above I-5 at the Boones Ferry Road exit, providing visibility to over 153,000 vehicles daily (2003) and a trade area boasting the region's highest household incomes.

Gray & Associates, Inc. has been procured to develop the tenant-mix strategies, market and lease this Center.

Tenant Representation

Apple Computers	Gap	Pizza Schmizza
Banana Republic	Gap Body	Polo
Bath and Body Works	Gap Kids	Pottery Barn
California Pizza Kitchen	Haute Flowers Couture	Regal Cinemas/ Regal Entertainment Group
Cathy Jean Shoes	Hold Everything	Rugby
Chico's	Kiehl's	Soma
Coldwater Creek	Lush	Talbot's
Compleat Bed & Breakfast	NAU	Twist
The Container Store	New Balance	Tutto Bene
Crate & Barrel	Mac Cosmetics	West Elm
Dr. Martens	Mitchell Gold	Williams-Sonoma Grand Cuisine
Eileen Fisher	Old Navy	Williams-Sonoma Home
Elizabeth Arden Red Door Spa	Oceanaire Seafood Room*	White House/Black Market
French Quarter	Pastini Pastaria	Zao Noodle Bar

Lifestyle and Regional Shopping Center Representation

- Bridgeport Commons – Tualatin, Oregon
- Bridgeport Village – Portland, Oregon
- Cedar Hills Crossing – Portland, Oregon
- Company Stores at Coeur D’Alene – Coeur D’Alene, Idaho
- Gresham Station – Gresham, Oregon
- Fashion Valley Shopping Center – San Diego, California
- Heritage Mall – Albany, Oregon
- Lancaster Mall – Salem, Oregon
- Landmark Mall – Alexandria, Virginia
- Mayfair Mall – Milwaukee, Wisconsin
- Park Mall – Tucson, Arizona
- Pioneer Place – Portland, Oregon
- The Landing at Evergreen – Vancouver, Washington
- The Pointe at Bridgeport – Tualatin, Oregon
- The Shops at the Old Mill District – Bend, Oregon
- Uptown Shopping Center – Portland, Oregon
- Oakway Center – Eugene, Oregon
- Willowbrook Mall – Houston, Texas

Urban Street Retail

- 1106 W. Burnside - Portland, Oregon
- Cronin Block – 12th and Marshall, Portland, Oregon
- Jackson Tower – Portland, Oregon
- ODS Tower – Portland, Oregon
- SMS Building – Portland, Oregon
- The American Bank Building – Portland, Oregon



MulvannyG2 Architecture

MulvannyG2 Architecture has worked with hundreds of clients, in 13 countries, spread across 5 continents and every time zone. We've been involved with projects ranging in size from stand-alone coffee shops to skyscrapers. We value our clients. They trust us because we do everything possible to deserve that trust. We're proud to have played a role in the success of some of the largest retailers in the country.

MulvannyG2 provides comprehensive architectural, planning, and interior design services for office, retail, and mixed-use facilities throughout the U.S. and the world. With over 400 talented professionals on staff, we have become synonymous with delivering appropriate, quality design for major public and private clients since 1971.

Core competencies

- Retail
- Office / highrise
- Mixed-use
- Hospitality
- Multi-family residential
- Urban design / Master planning

We have offices in five locations nationally and internationally: Bellevue, WA; Portland, OR; Irvine, CA; Washington, DC; and Shanghai, China.

Urban Design

An integral part of the design process.

MulvannyG2's approach to urban design addresses fundamental real estate development issues in conjunction with planning and engaging the community. We work as a facilitator and partner with each community to create a unified vision for the project. To do this, our comprehensive professional staff assesses the specific preferences and evaluates the needs of the stakeholders, the community's comprehensive plan, growth management, and environmental issues. The information gathered during this time is the principal element for a project's design and specifically reflects the community's culture and traditions.

We understand how to create a vision of the future that is consistent with your values, budget, and schedule, and how to convert that vision into a design for the project and community. We take into account the surrounding context and the people involved to create designs that excite and complement the space they occupy. The results are projects that balance the vision of the community with the long-term fundamentals of usage.

We have designed projects for some of the leading owners, developers, and retailers in the world.



Glenwood Riverfront Redevelopment
Springfield, Oregon

Project Expertise

- Mixed-use developments
- Urban villages
- Lifestyle centers
- Regional placemaking
- Town centers



Gary Larson, AIA, FAAR | Principal

Gary has achieved local and national recognition for his work in design, design development, and construction administration for many projects in the Portland area. Gary's designs for building and urban design projects have helped provide form and character to the urban experience of Portland's now acclaimed downtown. Throughout his career, his projects have continued to contribute to an expanded understanding of the art of urban design, generating enthusiasm among clients and residents alike. The hallmark of Gary's successful design career is his ability to work with diverse groups of clients, users, and consultants in a spirit of collaboration.

The Oregonian described Gary's design proposal for the Burnside Bridgehead project as "breathtaking, big city design that breaks with Portland's relentless 200-foot-block grid in exactly the ways we should consider more often." Gary will effectively guide our team to generate an architectural framework that captures the community's vision.

Education. | Bachelor of Architecture, Washington State University

Licensing. | Registered Architect in OR, WA, CA, NY, NJ, UT (Pending)

Selected Project List

Oak Tower Market Rate

High-Rise Housing

Portland, Oregon

Burnside Bridgehead

Redevelopment

Portland, Oregon

Macadam Pointe

Portland, Oregon

Glenwood Riverfront

Redevelopment

Springfield, Oregon

Pacific Tower Affordable Senior

High-Rise Housing*

Portland, Oregon

Roosevelt Residential Tower*

Portland, Oregon

World Trade Center*

Portland, Oregon

Crown Plaza*

Portland, Oregon

Ford Family Foundation

Headquarters Building*

Roseburg, Oregon

KOIN Tower*

Portland, Oregon

* Projects completed prior to joining MulvannyG2.



Suenn Ho | Senior Associate

Suenn's professional design experience has been focused on conceptual, schematic, and design development phases as well as master planning. She has been working on urban planning and multifamily residential projects in Portland for the last 14 years. She previously worked under Ravael Vinoly for six years in New York where she assisted in designing an Olympic standard gymnasium, performance art center, master planning projects as well as high end residences and boutique retail projects.

Besides her professional activities as an architectural and urban designer, Suenn has taught design at Columbia College and the University of Hong Kong. She has been an Assistant Professor at the University of Oregon (1993-2000) and now she serves as an adjunct professor at University of Oregon and Portland State University. Chinatown visioning and urban design concepts developed in her graduate students' design studio at the University of Oregon were presented to Portland's Mayor and the mayoral-appointed Central City 2000 Steering Committee in 1995. Mayor Katz stated that this was the first visionary comprehensive urban design of the Old Town / Chinatown districts that was studied. Suenn is heavily involved in public outreach programs on behalf of the PDC and PDOT in Portland's Old Town / Chinatown, helping to overcome the cultural barriers of language and belief systems.

As a Fulbright fellow and a grant recipient of the National Endowment for the Arts, Suenn's research-driven teaching focused in complex urban enclaves and her professional experience in the urban design of large scale projects bring a unique perspective to all her projects.

Education. | Master of Architecture, Columbia University, New York and Bachelor of Arts, Williams College, Williamstown, Massachusetts

Selected Project List

Pacific Tower*

Portland, Oregon

Virginia Beach Town Center

Mixed-Use Development

Virginia Beach, Virginia

Venice Beach Mixed-Use

Development

St. Petersburg, Florida

Greenwood Retail Center

Seattle, Washington

Old Town/Chinatown

Economic Development Plan

Portland, Oregon

Third and Fourth Avenue

Streetscape Plan*

Portland, Oregon

Astoria Chinese Heritage Park

Astoria, Oregon

West Linn Public Library*

West Linn, Oregon

Children's Museum Exhibition

Development*

Portland, Oregon

Tokyo International Forum*

Tokyo, Japan

* Projects completed prior to joining MulvannyG2.



Denis Rahmanovic | Associate

Denis has been in the industry for over 14 years. He has a varied background in both construction and architecture giving him a cohesive set of skills for his role as project manager. His project experience includes office, residential, master planning, industrial, and healthcare. Denis has been active in all phases of a project and is skilled at producing accurate and timely construction documents.

Education. | Degree in Architecture and Design, University of Kaiserslauten in Germany
Degree in Construction Engineering, University of Zagreb in Croatia
Degree in Construction Technician for High Rise Buildings, Technical College in Bihac Bosnia and Herzegovina

Languages. | Fluent in English, German, and Bosnian

Selected Project List

Selected Project List
Macadam Pointe
Portland, Oregon
Museum Plaza
San Francisco
Trolley Square
Salt Lake City
Fred Meyer Burlingame
Portland, Oregon
Pacific Tower*
Portland, Oregon
Roosevelt Tower *
Portland, Oregon
Deschutes Brewery *
Bend, Oregon
Xerox Buildings *
Portland, Oregon
Monroe Avenue *
Corvallis, Oregon
Grout Museum*
Waterloo, Iowa
Portland Art Museum*
Portland, Oregon

* Projects completed prior to joining MulvannyG2.



John Flynn, AIA | Senior Associate

John has 20 years of architectural experience working both in the U.S. and internationally. He has managed a diverse range of projects from commercial / office buildings and high-rise residential buildings to mixed-use developments to university and college campuses. John specializes in leading the design of building enclosure systems and envelop assemblies.

After graduating from Columbia University, he taught and conducted research work before entering the architecture world at full tilt. John's experience covers schematic design, tenant improvements, additions and renovations, construction documents, and site planning. He's been actively involved in the Portland community since 1994 and won an AIA Design Award for his work on the Ford Family Foundation Headquarters building in Roseburg. John has recently led project teams for Macadam Pointe and Oak Tower in Portland, and the Glenwood Redevelopment project in Springfield.

Education. | Master of Architecture, Columbia University
Bachelor of Science, Architecture, University of Virginia

Licensing. | Registered Architect in NY, OR (Pending)

Selected Project List

Macadam Pointe

Portland, Oregon

Glenwood Riverfront

Redevelopment

Springfield, Oregon

Oak Tower Residential and

Mixed-Use Property

Portland, Oregon

Burnside Bridgehead

Portland Oregon

Museum Plaza

San Francisco, California

University Center*

Corvallis, Oregon

Pacific Tower*

Portland, Oregon

Ford Family Foundation

Headquarters*

Roseburg, Oregon

University of Oregon School of

Journalism Renovation*

Eugene, Oregon

Shen Mao Mixed Use Tower*

Shenzhen, China

* Projects completed prior to joining MulvannyG2.

MAINSTREET ARCHITECTS + PLANNERS, INC.

422 East Main Street, Downtown Ventura, California 93001



Architectural Services:

institutional
commercial
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industrial
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historic restoration
production residential
computer modeling

Planning Services:

land use and site planning
master planning
specific plans
development guidelines
community standards
public workshops

Urban Design Services:

community visioning
streetscapes
environmental graphics
public spaces
monumentation
redevelopment strategy plans

Project Facilitation Services:

development feasibility
phasing strategies
project marketing tools
permit facilitation

Mainstreet Architects + Planners, Inc. believes that successful design springs from the extent to which the notion of locus - *place* - is respected.

lo·cus (lŏ'kəs) *n.*

1. A locality; a place.
2. A center or focus of great activity or intense concentration.

The architectural sense of locus evokes a concentration of contextual, programmatic and symbolic necessity discerned for a particular site. Good architecture, architecture which contributes to that unique sense of place - results from how these issues are integrated and physically realized.

Mainstreet strives to provide urban design and architecture that fulfill the basic requirements of program and budget, while also imbuing the design with nuance and delight - a sense of place, and in a manner which respects the history of site-specific context yet speaks of our time. We are committed to responsible design within the community that attempts to provide for more than just a superficial aesthetic experience. Architecture must elevate the community in which it is a part; functionally, physically and culturally, in a manner beyond the simple sense of propriety, which ultimately is the manifestation of that sense of locus.

MAINSTREET ARCHITECTS + PLANNERS, INC.

422 East Main Street
San Buenaventura, CA 93001
ph 805.652.2115 fx 805.652.1532
www.mainstreetarchitects.com



NICHOLAS DEITCH, R.A.

Senior Principal



1981 B. Arch., Honors, California Polytechnic University, San Luis Obispo, CA



Licensure:

California Registration
License #C17481

Affiliations:

Member,
Congress of the New
Urbanism

Member,
American Planning
Association

Board Member,
Turning Point Foundation

Advisory Board,
San Buenaventura Foundation
for the Arts

Board Member,
Ventura Port District

Past Member and Chair,
Architectural Review Board,
City of Ventura

Past Member and Chair,
Historic Preservation
Commission, City of Ventura

Mr. Deitch is Senior Principal and founding partner of Mainstreet Architects and Planners, Inc.. He has twenty-five years of professional experience in the fields of architecture and planning and has been involved in a wide variety of public and private projects, including numerous community planning efforts, historic restoration and adaptive re-use projects, and mixed-use residential, commercial and professional buildings. Mr. Deitch has been instrumental in developing community consensus and support for the preservation and revitalization of several downtowns and neighborhood centers in communities throughout Ventura County and California.

Mr. Deitch is a member of the Congress of New Urbanism and has served as a panelist and guest speaker at numerous planning and design conferences addressing issues of architecture, urban design and community planning. He is also an active member of the American Planning Association, working to help bridge communication between Planners and Architects, stressing the importance of Sustainable Community Planning and Building. Mr. Deitch has served on the faculty at Ventura Community College, teaching courses in Architectural Graphics and Presentation. As the founding Senior Principal at Mainstreet, he brings a high level of creative energy, commitment and enthusiasm to any project he commits to undertake.

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ph 805.652.2115 fx 805.652.1532
www.mainstreetarchitects.com



DAO MINH DOAN, R.A.

Senior Principal



1980 B.S. in Arch., California Polytechnic University, San Luis Obispo, CA



Licensure:

California Registration
License #C15265

Affiliations:

Member,
Congress of the New
Urbanism

Member,
American Planning
Association

Board Member,
Downtown Oxnard Merchant's
Association

Board Member,
Oxnard Downtown Review
Committee

Member,
Ventura County Civic Alliance

Member,
Livable Communities Working
Group

During his many years of professional experience, Mr. Doan has led numerous projects including single-use buildings, planned communities and large commercial projects. He has an extensive background in a variety of building types, including public facilities, professional offices, retail and industrial centers, and mixed-use residential. Several of his projects have garnered design awards to the firm.

As continually demonstrated in his work, Mr. Doan is highly sensitive to issues such as scale, cultural diversity, sustainable development, cost management and community involvement. Through his participation in community task forces and organizations, Mr. Doan gives talks to numerous community groups aimed at improving both the planning process, from the public sector as well as the private sector's perspectives, and the planned environment; preserving downtowns; maintaining architectural integrity; revitalizing our urban centers and raising design awareness.

As member of the Congress of New Urbanism, Mr. Doan strongly promotes Smart Growth principles to municipalities and development companies throughout the Southern California region.

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ph 805.652.2115 fx 805.652.1532
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DEBORAH GUTHRIE, R.A.

Principal



1985 B.S. in Arch., University of Texas at Arlington



Licensure:

California Registration
License #C24282

Affiliations:

Member,
Congress of the New
Urbanism

Member,
United States Green Building
Council

Ms Guthrie has more than 19 years of diverse experience in design, technology and management. Her professional experience includes civic and institutional buildings, commercial projects, historic rehabilitation, multifamily housing, and high end custom residential. One of Ms Guthrie's outstanding skills and passions is in the development of projects with complex programming, planning and design with a high level of spatial and technological requirements.

As one of four principal designers in the firm she oversees all facets of service, from pre-design and existing conditions assessments through the preparation of construction documents, and construction administration. Some of her other responsibilities are information technology initiatives and policy, production management and scheduling.

She is a member of the Congress of the New Urbanism and is involved in local planning issues. She is currently involved in the design and construction administration of two public golf course facilities and collaborating on numerous courtyard housing projects.

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ph 805.652.2115 fx 805.652.1532
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CURTIS CORMANE, R.A.

Principal



1985 B. Arch., University of Notre Dame, Indiana



As an architect, Mr. Cormane has directed numerous projects from site master planning through construction administration. His emphasis on design has resulted in many striking buildings, particularly the Holy Cross School at the San Buenaventura Mission and the Colonia Boxing Club.

Licensure:

California Registration
License #C21933

Affiliations:

Member,
Congress of the New
Urbanism

Member,
US Green Building Council

Past Vice Chairman
Midtown Ventura Community
Council

Boardmember and Paul Harris
Fellow, Rotary Club of Ventura

Board President,
Boys and Girls Club of Ventura

Board President,
Bell Arts Factory

Instructor of Architecture,
Ventura Community College

Mr. Cormane is also an effective leader in the workshop process. He is well-versed in design illustration and rendering techniques as well as proficient in CADD and computer generated graphic design.

Mr. Cormane teaches design at Ventura College and he has traveled extensively throughout urban areas in the United States, Europe and Asia, deepening his commitment to the architectural and planning dialogue, both historical and current.

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ph 805.652.2115 fx 805.652.1532
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DOUGLAS M. NELSON, R.A.

Senior Principal



1972 B. Arch., University of Oregon



Mr. Nelson has extensive experience in public projects as well as private sector commercial and multi-family residential buildings. After 30 years of architectural practice, including 10 years as principal of Dorman/ Nelson/ Breen, he has been responsible for master planning and design, construction documents and contract administration for projects ranging from a water yard complex for a municipal water agency to affordable multi-family housing for a non-profit developer.

Licensure:

California Registration
License #C22001

Affiliations:

Member,
VCEDA Housing Taskforce
Group

Member,
Faulkner House Group (*focus-
ing on land use issues in
Ventura County*)

Member,
Santa Paula Farm Worker
Housing Group

Technical Member,
County of Ventura Cultural
Heritage Board

President of Board,
Boys and Girls Club of Santa
Clara Valley

Member and Paul Harris Fellow,
Rotary Club of Ventura East

His extensive contact with various client and community groups gives him familiarity with project procedures used by client agencies and skills in handling diverse and sometimes conflicting desires and needs. His experience with large renovation and adaptive re-use projects for both the public and private sectors is a great asset to the firm. Mr. Nelson is also the senior principal in charge of New Business Development.

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ph 805.652.2115 fx 805.652.1532
www.mainstreetarchitects.com



ADAM D. GOLDSTONE, R.A.

Architect

2002 B. Arch., California Polytechnic University, San Luis Obispo

Mr. Goldstone has many years of experience working on a wide range of projects including shopping centers, offices, and various residential developments.

Licensure:

California Registration
License #C29600

Mr. Goldstone's responsibilities of document production and project management are in addition to his experience in site planning, knowledge of building codes and research of local development standards. Furthermore, his past work includes projects throughout California, dealing with many different agencies and requirements in the process.

Additionally, Mr. Goldstone's education in real estate development and proficiency with many computer applications rounds out his qualifications.

1994 B.A. in Arch., Honors, University of North Carolina- Charlotte

Affiliations:

Member,
Land Development Committee,
Habitat for Humanity of
Ventura County

Instructor of Architecture,
Ventura Community College

Charter Member,
Green Building Council of
Ventura County

KARA DAVIS

Candidate for Licensure



After graduating with an emphasis on architecture as a creative art, Ms. Davis worked several years as a CADD technician in the very pragmatic field of civil engineering. She has experience with a variety of computer graphics programs as well as a lifelong education in arts and crafts, including painting, sculpture, and furniture making. These varied facets – design creativity with a flexible technical knowledge– make her a valued asset to the firm.

Ms. Davis has traveled extensively throughout Europe and the United States drawing inspiration from the existing history of art and architecture while striving to create a new, usable art to live in today.

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NTWALI C. MIGABO

Candidate for Licensure

2004 B. Arch., Woodbury University, Burbank, CA

Mr. Migabo has been involved in a number of diverse projects including hospitality development, residential, urban design.

He joined Mainstreet Architects + Planners Inc. in 2004, as a contributing asset to the firm's broad range of architectural work. He has been part of the team's production of schematic design, design development documentation and construction documents.

Ntwali has traveled extensively and has lived in Africa, Europe and Asia and has drawn from his experience and education a substantial emphasis on community planning and sustainable architecture.

ERIC DREW

Candidate for Licensure

2004 B. Arch., University of Oregon, Eugene, OR

Mr. Drew returns to the firm after a five-year hiatus in Eugene at the University of Oregon to achieve his professional degree in architecture.

With him he brings a strong understanding of design and integration of green building, contextual sensitivity and an approach allowing an original concept to flourish within a design while respecting the scale of the project.

Mr. Drew has travelled and studied in Japan and Northern Europe. He has experience working for several firms over the course of his brief career.



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ph 805.652.2115 fx 805.652.1532
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SARA GOENNER
Candidate for Licensure



2002 BA in Arch., Honors, University of Minnesota
2005 M. Arch., University of Oregon, Eugene, OR

Ms. Goenner joined Mainstreet Architects + Planners shortly after graduating with her Masters degree. During her studies she focused on sustainable design and earned a teaching certificate related to architectural technologies. Following her interest in sustainable design, she regularly attends the meetings of the local Green Building Council of Ventura County.

Ms. Goenner contributes to the firm her excitement for and knowledge of sustainable design, web design experience, and general enthusiasm. She is also experienced with multiple computer graphics programs and hand rendering techniques.

Joining her traveling colleagues, she has journeyed to Japan, Viet Nam, Mexico, and Guatemala.

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San Buenaventura, CA 93001
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www.mainstreetarchitects.com



References



Partial List of Clients

Government Agencies

State of California
California Coastal
Commission
County of Ventura,
California
City of Ventura, California
City of Oxnard, California
City of Fillmore, California
City of Ojai, California
City of Camarillo, California
City of Santa Paula,
California
City of Calabasas,
California
City of Hanford, California
City of Santa Clarita,
California
Ventura Police Department
University of California
Somis Union School
District

Organizations

United Food and
Commercial Workers
Union
Parish of the San
Buenaventura Mission
Saint Thomas Aquinas
Church
Fillmore Historical Society
Habitat for Humanity
The Turning Point
Foundation
Ventura County Federal
Credit Union
Santa Paula Memorial
Hospital
The Hansen Trust
People Self Help Housing

Private Entities

Los Angeles Times
Procter and Gamble
Bronk Vreeland Ojai Ford
Sares Regis Corporation
Dynamic Solutions- A
Division of Millipore
Seminis Corporation
United Water Conservation
District
Pierpont Inn
Crane School
Kajima/ Farmont
Corporation
Ventura Realty Company
The Baldwin Company
Viola Constructors Inc.
The MarkJames Company
Downey Orthopedic
Medical Group
Channel Islands Orthopedic
Medical Group
Raznick and Sons, Inc.
Lennar Affordable
Communities
Swiss Productions
Hertel Development
Commonwealth Partners
JRW Group, Inc
Addison Main Street Trust
EF Moore and Company
HCA, LLC
SunCal Companies

References

City of Fillmore

Tom Ristau
City Manager
805.524.3701

City of Ventura

Rick Cole
City Manager
805.658.4723

City of Oxnard Water Dept

Ken Ortega
Director of Public Works
805.385.8281

City of Santa Paula

Wally Bobkiewicz
City Manager
805.933.4200

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ph 805.652.2115 fx 805.652.1532
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Awards and Publications



Planning Awards

APA Central Coast Chapter
1995 Award of Merit
Fillmore Downtown Specific
Plan
Fillmore, CA

Department of Housing and
Urban Development
1997 Best Practices Award
Piru Community
Enhancement Plan
Piru, CA

Department of Housing and
Urban Development
1997 Best Practices Award
Rancho Camulos Master
Plan
Piru, CA

APA California Chapter
1998 Award of Merit
Ventura Boulevard Design
Guidelines
Camarillo, CA

APA California Chapter
1998 Award of Merit
General Plan Update
Ojai, CA

APA Central Coast Chapter
1999 Award of Merit
Westside Urban Design
Guidelines
Ventura, CA

APA California Chapter
1999 Award of Merit
Las Virgenes Boulevard
Master Plan
Calabasas, CA

APA Central Coast Chapter
2001 Award of Merit
Oxnard Design Guidelines
Oxnard, CA

APA Central Coast Chapter
2002 Distinguished Firm of
the Year

Publication

Books
Larsen, Michael and Po-
mada, Elizabeth. *America's*
Painted Ladies; The
Ultimate Celebration of our
Victorians. New York, NY:
Viking Studio Books, 1992

Periodicals
Jensen, Peter. *Nest-*
ing Instincts. San Diego
Home/Garden, June 1991,
pp 58-61.
Aviara Design Competition

Newman, Morris. *Shaken*
to its Roots. Metropolis,
March 1997, pp 19, 22.
Fillmore Downtown Specific
Plan
and Fillmore City Hall

Architecture Awards

Aviara Point
Custom Home Competition
1991 "East Side" Winning
Design
La Costa, CA

American Institute of
Architects
Ventura County Chapter
1991 Award of Merit
Clinicas del Camino Real
Oxnard, CA

American Institute of
Architects
Ventura County Chapter
1996 Award of Merit
Ballard Furniture Building
Restoration
Fillmore, CA

Pacific Coast Builders
Conference
1995 "Gold Nugget Award"
Traditions
Fillmore, CA

Pacific Coast Builders
Conference
2002 "Gold Nugget Award"
Saticoy Self-Storage
Ventura, CA

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San Buenaventura, CA 93001
ph 805.652.2115 fx 805.652.1532
www.mainstreetarchitects.com



The Pointe at Bridgeport

Tualatin, Oregon

DEVELOPER

KemWoodGray, LLC
A KemperCo, LLC, Foundation Real Estate
Development, Inc., & Flag, LLC entity

ARCHITECT

Perkowitz & Ruth
Scott D. Jackson

CONTRACTOR

R&H Construction, Inc.,
Mark Simpson

TOTAL DEVELOPMENT COSTS

\$23 Million

USES

Retail	40,000 SF
Office	9,000 SF

LENDER

Bank of America

EQUITY

Scanlan Kemper Bard Companies

Across from Bridgeport Village, KemWoodGray is completing the development of 49,000 square foot retail and office center. The attractive project built in the architectural vernacular of Bridgeport Village across the street, is attracting high rents and high retail sales levels. KemWoodGray is a joint venture between KemperCo, Foundation, and FLAG.

Tenant List

Jared's

Verizon

Starbucks

Qdoba

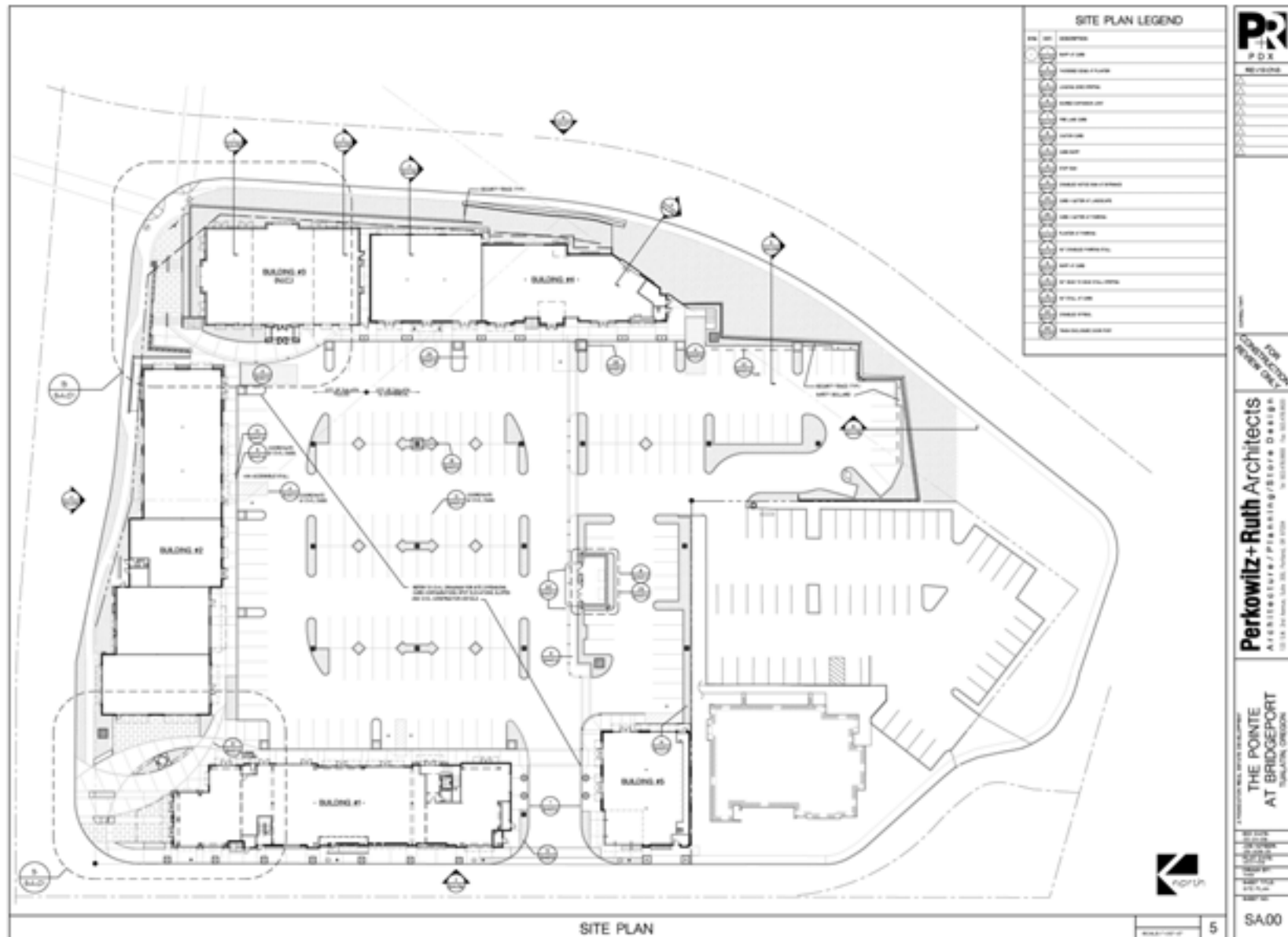
Bombay

Jamba Juice

Noah's Bagels

Relax the Back





The Pointe at Bridgeport

Bridgeport Village

Tualatin, Oregon

DEVELOPER

OPUS NW
Center Oak Properties, LLC

ARCHITECT

Perkowitz & Ruth
OPUS Architects & Engineers

CONTRACTOR

R&H Construction, Inc.
OPUS NW
Bough Construction

TOTAL DEVELOPMENT COSTS

\$128 Million

USES

Retail	450,000 SF
Office	50,000 SF

The immensely successful Bridgeport Village, completed in 2005, is Oregon's first lifestyle center with roughly 500,000 SF of retail, office, and a 18 screen Regal Cinema theater complex. Bridgeport offers the finest tenant mix and an unparalleled shopping, dining and entertainment experience anywhere to be found in the Portland area. Located at the intersection of Interstate 5 and Boone's Ferry Road, Bridgeport Village enjoy the highest daily traffic counts to be found in the state of Oregon.

Bruce Wood, then head of OPUS NW, developed the project in a joint venture with Center Oak Properties. Gray & Associates (Jim Dix and Candace Gray) leased the project.

Wood and company won the rights to develop the site in a competitive process with the Cities of Tualatin and Durham. The complex project required rebuilding the entire street grid at the busiest intersection in the state of Oregon, which included relocation of businesses for the widening of Bridgeport Road. OPUS sold the development while under construction for \$170 million.

TENANTS INCLUDE:

Anthropologie	<i>Lucy</i>
BCBG Max Azria	<i>Macaroni Grill</i>
Borders	<i>McCormick & Schmick's</i>
California Pizza Kitchen	<i>New Balance</i>
Carl's Jr.	<i>PF Chang's</i>
Coldwater Creek	<i>Pastini Pastana</i>
The Container Store	<i>Regal Cinemas</i>
Crate & Barrel	<i>Talbots</i>
French Quarter	<i>Urban Outfitters</i>
Goodnight Room	<i>Wild Oats</i>
J. Crew	<i>Z Gallerie</i>
J. Jill	<i>Zao Noodle Bar</i>
Louie Pizzeria	



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MEN'S APPAREL

-  **Barbara Reynolds**
100.000.000
-  **Halla Ingebrigtsen (Cand)**
100.000.000
-  **J. C. C. C.**
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-  **John's**
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- Carl Gustav Jacobson
1811-1884
- Invention:
1861-1862

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INDEX & ACCESSORIES

-  **Teacher Lutz**
SOL 2004-2005
-  **Academic Support**
SOL 2004-2005
-  **DCU, Mary Ann**
SOL 2004-2005
-  **Barbara Reynolds**
SOL 2004-2005
-  **Cheryl**
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-  **Coach**
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 -  **Library of David's African Museum**
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 -  **Landings Bookshop**
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201.464.4600
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 -  **Tony's Books**
201.427.0400
 -  **Unknown Book**
201.464.4600
 -  **White Chair**
Chicago University
201.464.4600

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-  **Adults** 18+ years
-  **Children** 12-17 years
-  **Students** 18+ years

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- Blue Tangs for Opening November 26
- California Pines Kitchen
405-963-2024
- McCombs & Johnson's Grill
405-963-3996
- P.F. Chang's China Bistro
405-963-2666
- Puritas Pizzeria
405-745-1346
- Romano's Italian Grill
405-963-5466
- Steak 'N Shake
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- Taco Muelle Bar
405-963-8996

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- **Tutti Brevi Italian**
Cafe & Pizzeria Bar
10:00 AM - 11:00 PM
- **Wine Club**
Tuesdays - Thursdays
6:00 PM - 8:00 PM

 Specialty Foods
Chicago, Illinois

- [illegible]

SERVICE

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-  **Engineering Village**
1000 N. 2nd St.
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-  **Engineering Office**
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-  **Control of Instruments, S.O.F.**
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201.222.2222
-  **Control of Instruments**
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-  **COUNTRY Insurance & Financial Services**
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The Shops at the Old Mill

Bend, Oregon

DEVELOPER
River Shops, LLC

ARCHITECT
Field Paoli
Group Mackenzie

CONTRACTOR
Arlin Keaton, Keaton Construction

TOTAL DEVELOPMENT COSTS
Phase 1 - \$22 Million

USES
Retail 265,000 SF

LEASING AGENT
Gray & Associates

A mixed-use development consisting of office, housing, lodging and entertainment/lifestyle retail inspired and developed by Bill Smith of River Shops, LLC. The Shops at the Old Mill, is the retail hub of The Old Mill District, encompassing approximately 28 acres on the eastern banks of the Deschutes River. Focusing on a paved river-walk running three-quarters of a mile along the river's edge, The Shops offer a variety of entertainment and dining environments, as well as distinctive retail shops of all types.

The Les Schwab Amphitheatre, an open air venue linked to The Shops by a pedestrian bridge, opened in 2001 and host up to 9,000 patrons per year. The project first opened in May 2001 and its anchor tenants include **Regal Cinema** (16-screens) and **REI**. Other tenants include **Banana Republic**, **Gap/Gap Kids**, **Victoria Secret**, **Pacific Sunwear**, **Chico's**, **Lahaina Galleries**, **Sunglass Hut**, **Coldwater Creek**, **American Eagle**, **Anthony's Restaurant**, **Greg's Grill**, **Red Robin** and **Ben and Jerry's** to name a few.

Gray & Associates is currently leasing Phases II and III of The Shops adding an additional 150,000 sq. ft. of retail to the Center. Phase II will open October, 2007.

Gray & Associates Inc. has been and continues to be involved in all the aspects of this development from its conception, including leasing, architecture review, development consultation, and arranging long term financing.

ADDITIONAL TENANTS:

Ann Taylor Loft

Beth & Body Works

Bella Cucina Italian Cafe

Chloe's Boutique

GameStop

J. Jill

Talbots



Pioneer Place

Portland, Oregon

DEVELOPER

The Rouse Company

USES

Retail / Office / Entertainment
369,000 SF

Tenants Include:

*Apple Computer
Aveda
Bang & Olufsen
Bose
Cingular
Coach
Guess
J Crew
Louis Vuitton
Nine West
Origins
Saks Fifth Ave
Sharper Image
Starbucks
Tiffany & Co.
Verizon
The Walking Company*

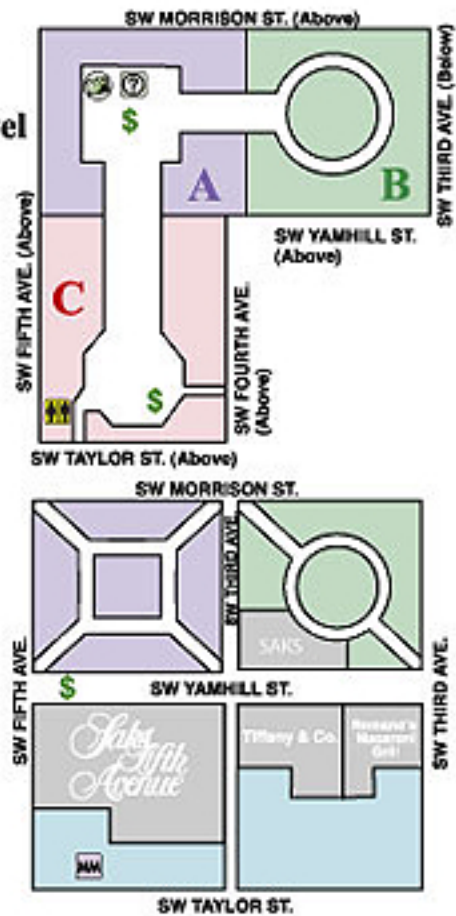
Pioneer Place consists of four city blocks filled with shopping, dining and entertainment in Portland's retail core. Candace Gray was instrumental in the conception and lease up of this popular shopping destination.



Concourse Level

LEGEND

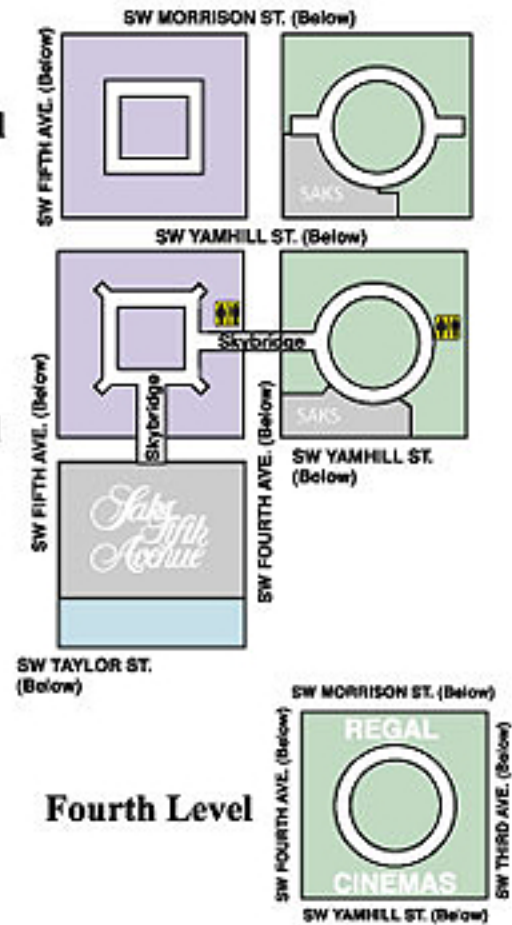
-  ATM
-  Public Restroom
-  Gift Card
-  Customer Service
-  Mail Office
-  Atrium
-  Returns



Street Level

Second Level

Third Level



Fourth Level

Pioneer Place

North Main Village

Milwaukie, Oregon

DEVELOPER
KemperCo, LLC

ARCHITECT
Myhre Group
Jeff Myhre
Michael McLaughlin

CONTRACTOR
R&H Construction, Inc.,
LMC, INC

TOTAL DEVELOPMENT COSTS
\$16.8 Million

USES
Retail 8,100 SF
Market 49,000 SF
Affordable 57,000 SF

LENDER
Bank of America

EQUITY
Scanlan Kemper Bard Companies
Enterprise Social Impact Corporation

Four story apartment building with 64 residential rental units involved wood frame over PT slab with surface parking. Two condo buildings with 20 units over retail and parking entailed metal frame over PT slab. Three wood frame buildings created 13 fee simple townhomes with a garage and small street front commercial space. The buildings are centered around a courtyard which incorporates a water retention system which drains half of the apartment building roof and has metal sculpture elements created by a local metal artist.

Quality was maintained by careful value engineering. While the Main Street ground floor face had brick or Pearl District concrete face, other facia elements included varied forms of hardipanel, an economic but durable siding element. Paint colors carried the brick element. Vinyl windows with ten year guarantees were used to minimize cost, but were huge to create large glass lines for unit lighting. Rain screens were used to mitigate water intrusion concerns. These were but a few of the examples of our approach to build a high quality project at the lowest possible cost. One has to visit the project to comprehend the high quality of the finishes and construction elements.

The project involved two separate partnerships: a conventional construction loan and equity structure for the market element, and a complex collaboration for the affordable housing apartment building, involving Oregon Housing and Community Services, Metro, City of Milwaukie, tax credit equity partner and the developer with seven layers of financing. The legal and financing structures for the project involved a highly complex public private partnership of the eight parties involved. The project was accomplished through a lengthy community outreach process and multi-step regulatory review and Code modification process which included the Design Landmarks Commission, the Planning Commission and the City Council.





North Main Village

Esther Short Commons

Vancouver, Washington

DEVELOPER

JV between KemperCo, LLC &
Vancouver Housing Authority

ARCHITECT

William Wilson Architects
Robert Brendle

CONTRACTOR

R&H Construction, Inc.,
Mike Kremmers

TOTAL DEVELOPMENT COSTS

\$20.88 Million

USES

Retail 20,000 SF
Residential 141,500 SF

LENDER

US Bank

EQUITY

National Equity Fund
Esther Condo, LLC

Winner of the following awards:

*2006 National AIA HUD Mixed Income Mixed Use Award

*Golden Nugget Award

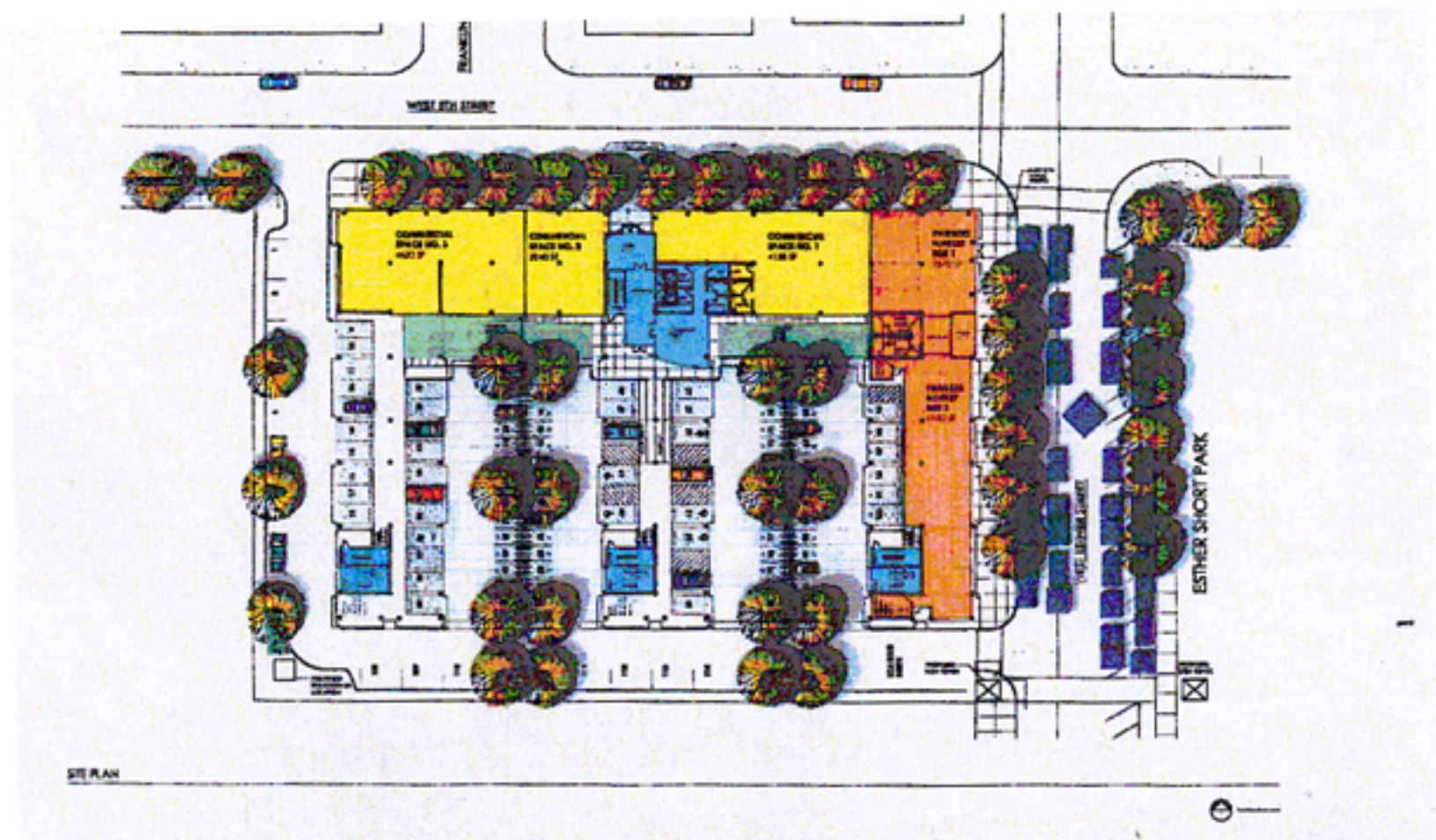
*2005 Vancouver Community Pride Award

A large "E" shaped building with four floors of wood frame residential housing over a PT slab created 160 units of rental housing and over 20,000 SF of retail and parking. The retail facing Esther Short Park houses the permanent home of the Vancouver Farmers Market with glass rollup garage doors that allow the Market to spill into the street for its weekend operation.

Quality was maintained by careful value engineering. The street facades are brick with hardipanel and plank elsewhere. Paint colors carry the brick element. Large vinyl windows create great glass lines inside the units. The developer contracted the flooring directly to achieve optimum quality. The developer and contractor met weekly with the architect to carefully determine features and finishes.

The project involved a complex public and private partnership with eight layers of financing from the State of Washington, Clark County, City of Vancouver, the Vancouver Housing Authority, who was KemperCo's development partner, and an intricate 30 year lease-sublease with purchase option structure between the partnership, the City and the Vancouver Farmers Market. This project was accomplished through a lengthy community process, extensive competitive financing hearings, design review process, and city council approval.





Esther Short Commons

Hawthorne Condominiums

Portland, Oregon

DEVELOPER
KemperCo, LLC

ARCHITECT
Vallaster & Cori

CONTRACTOR
Gray Purcell

TOTAL DEVELOPMENT COSTS
\$6.4 Million

USES
18,000 SF Retail
17,900 SF Residential

LENDER
West Coast Bank

*Winner of the prestigious 2004 ABC Eagle Award

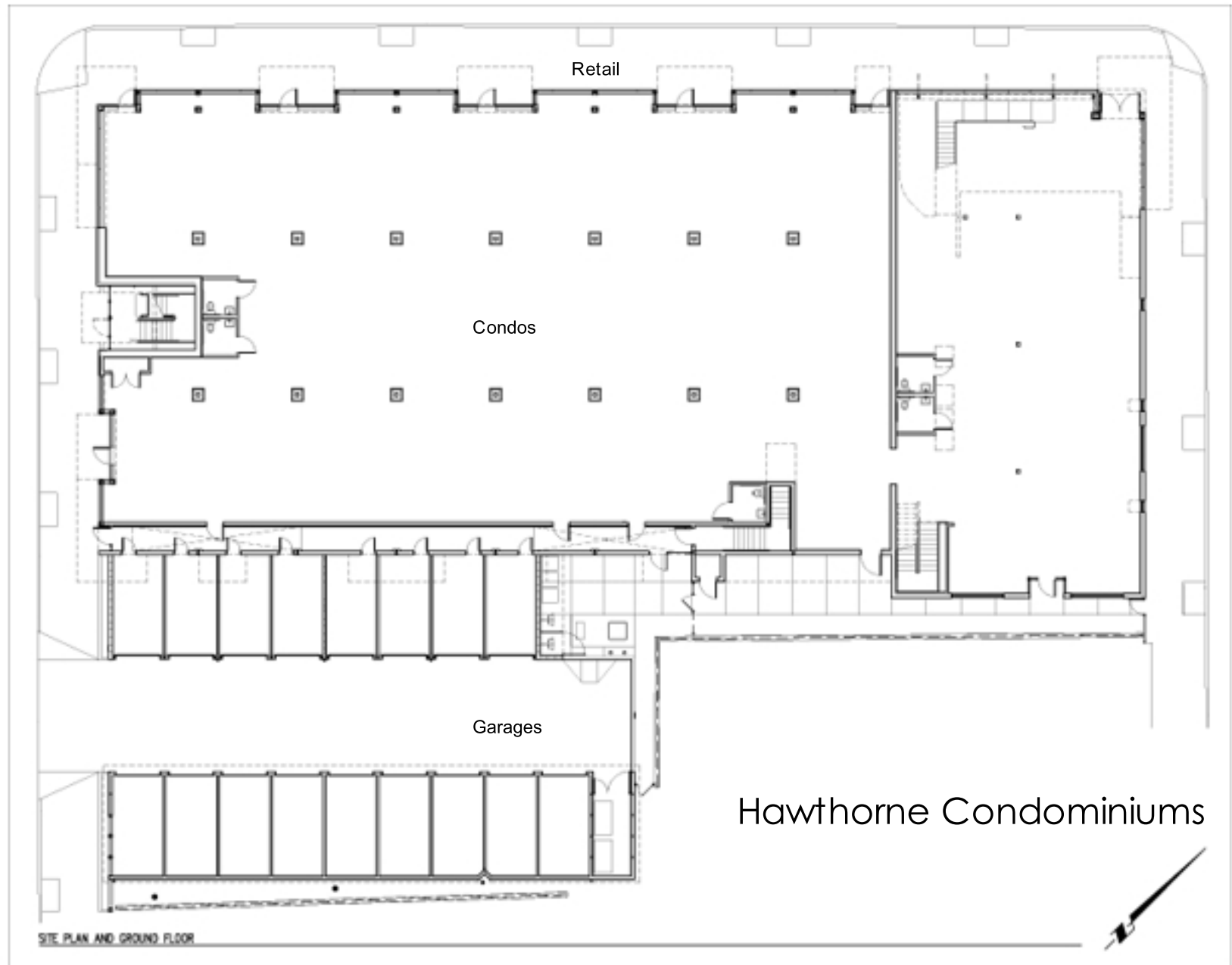
Sixteen contemporary townhomes in two rows with an open air courtyard over 18,000 sq.ft. of retail. Construction is steel and poured in place concrete building. Ecoroof was installed over attached garage element created stunning natural overlook for back side units.

High end condominium project in the heart of the Hawthorne District involved extensive storefront glass systems in residential units, concrete decks, and luxury finishes. Quality on the project was the determining factor and budget was a secondary consideration, although we were within 6% of cost budget (exceeding contingency by 1%). Sale prices and rental rates far exceeded budget.

Project was a private transaction with no city involvement. Developer participated in several neighborhood meetings concerning design and garnered support for necessary adjustments in planning hearings. At completion of process, neighborhood asked when we would do another project on Hawthorne.



SE Hawthorne Blvd



Center Commons

Portland, Oregon

DEVELOPER

American Pacific Properties
Tom Kemper, Project Mgr.
Ron Skov, Construction Mgr.

ARCHITECT

Vallaster & Corl
OTAK, Inc.

CONTRACTOR

R&H Construction, Inc.

TOTAL DEVELOPMENT COSTS

\$30 Million

USES

Retail	3,500 SF
Market	41,000 SF
Affordable	57,000 SF
Senior	150,000 SF

*Winner of the 2001 National AIA HUD Mixed Income Mixed Use Award

The old ODOT site at 60th and Glisan was transformed into senior housing, affordable housing and market housing with for sale townhome units. The three major buildings involved wood frame construction (one over a PT slab) around a woonerf plaza/auto court with place area.

Quality was maintained by careful value engineering. Architectural modulation and paint colors created visually stimulating buildings, but the facades were a combination of stucco and hardipanel and plank. Windows on freeway side of building required special enhanced soundproof glazing. The expensive woonerf plaza with extensive pavers required careful design to mitigate its cost. Final specs were arrived at through an intense process between the developer and the design firms.

The project involved three separate entities in a complex public private partnership: one for the affordable housing project, one for the senior and market housing element, and one for the for sale townhomes. The financing for the affordable housing partnership involved Portland Development Commission, Metro TOD funding, conventional mortgage financing, tax credit equity and developer financing. The senior/market housing partnership buildings were financed with tax exempt bonds, tax credit equity, Portland Development Commission financing, Metro TOD funding, and developer financing. The development was accomplished through an extensive public process, beginning with a blue ribbon committee to determine the use of property, a competitive RFP process drawing responses from major players up and down the West Coast, neighborhood association interaction, PDC design review, and Type 3 administrative hearings for zone changes and adjustments.





Center Commons

CORNELL WEST

**LOCATION**

Beaverton, OR

BUILDING USE

Class "A" Office

SIZE

120,000 Square Feet

SITE

7.84 Acres

PROJECT DURATION

8 Months

COMPLETION DATE

November 2000

ARCHITECT

LRS Architects

DEVELOPER /**DESIGN/BUILD CONTRACTOR**

Opus Northwest, L.L.C.

Cornell West represents the next generation of office buildings encompassing a modern, attractive design and efficient floorplates. Located in the heart of the Sunset Corridor at the intersection of Hwy. 26 and Cornell Road, the area is a vibrant home to many of Portland's premier corporations. Typical floor size is 39,000 square feet.

Chosen as the winner of Associated Builders & Contractors' 2001 Excellence in Construction Award and as a finalist for the OCAPA 2001 Excellence in Concrete Award, Cornell West is the first three-story concrete tilt-wall office building in the Portland Metropolitan area.

Opus produced unique solutions for the highly specialized equipment for the Body Imaging Radiology Clinic. An equipment access opening was provided in the building perimeter for immediate and future equipment installation that blended with the existing building features. The specialty build-outs included lead lined walls for x-ray and CT equipment, structural steel uni-strut support systems for radiology/fluoroscopy equipment and a completely isolated, recessed RF shielded room for MRI exam equipment. Specialty HVAC equipment and upgraded electrical systems were provided to meet the needs of this medical facility.

The facility offers excellent access to retail shopping, restaurants, banks and hotels. There are men and women's locker rooms, and bicycle parking.



OPUS SOUTHWEST CENTER



Chosen as the *2001 SIOR Office Development of the Year*, Opus Southwest Center illustrates Opus Northwest's diversity and expertise in finishing quality office environments.

- Noted for its bold design, the exterior is comprised of only 53 percent concrete with 47 percent glass. In addition to windows within the concrete panels, the building utilizes structural glass curtainwall between tilted panels. Embedded in the concrete panels are thin brick bands to add texture and color.

The site offers a parking ratio of 4 spaces per 1,000 sq.ft. Existing trees provide a natural buffer along the east and west edges of the parking area.

- The lobby of Opus Southwest Center features granite tile trim framing the carpet on the base and floor area, natural wood doors, and painted walls with natural wood accents. The unique entryway staircase has glass and aluminum handrails. The restrooms have granite countertops and ceramic tile on the floor and walls.



LOCATION
Tigard, Oregon

BUILDING USE
Class A Office Building

SIZE
92,000 Square Feet

SITE
239,580 Square Feet

PROJECT DURATION
8 months

COMPLETION DATE
May 2001

ARCHITECT
FFA Architects

**DEVELOPER /
DESIGN/BUILD CONTRACTOR**
Opus Northwest, L.L.C.





The Landing at Evergreen | Residential, Retail and Office

Vancouver, Washington

OPUS Northwest
55 Acres

Integrated Services

Conceptual design
Architectural design
Site planning



City of Springfield
40 acres

Integrated services

Master planning
Architectural services

Glenwood Riverfront Redevelopment | Residential, Office, and Retail
Springfield, Oregon

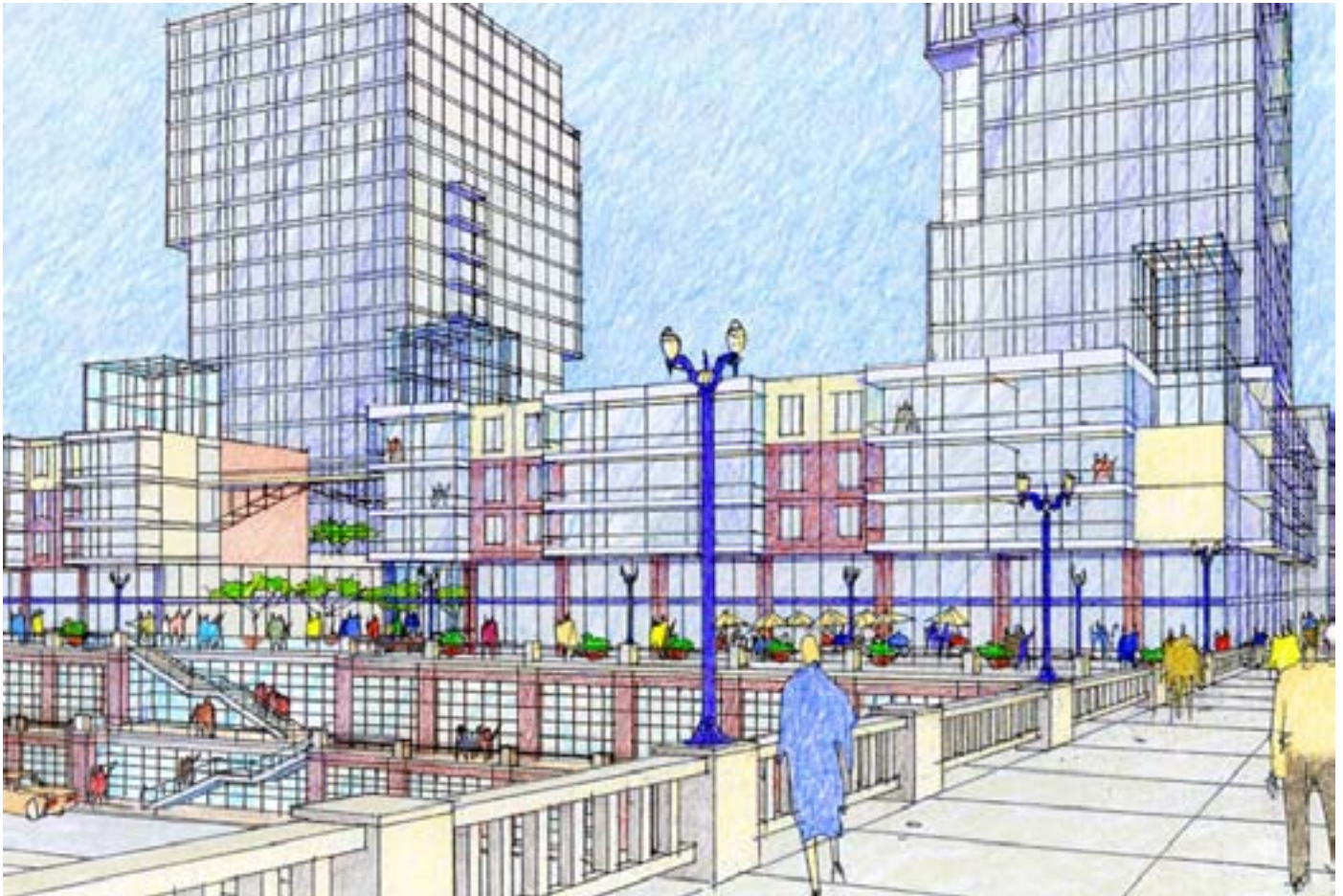


Yett Property Management
1,016,445 Square Feet

Project Phase
Design

Integrated Services
Conceptual design
Schematic design

Overlake Development | Retail, Office, and Residential
Redmond, Washington



OPUS Northwest
195,550 Square Feet

Integrated Services

Master planning
Architectural design
Due diligence

Burnside Bridgehead Redevelopment | Residential, Retail, and Office
Portland, Oregon



Metro | Residential, Retail, and Parking
Fullerton, California

New Castle Development
51,000 Square Feet

Integrated Services

Architectural services
Design development

Project by Dennis Bonds while
at Perlman Architects

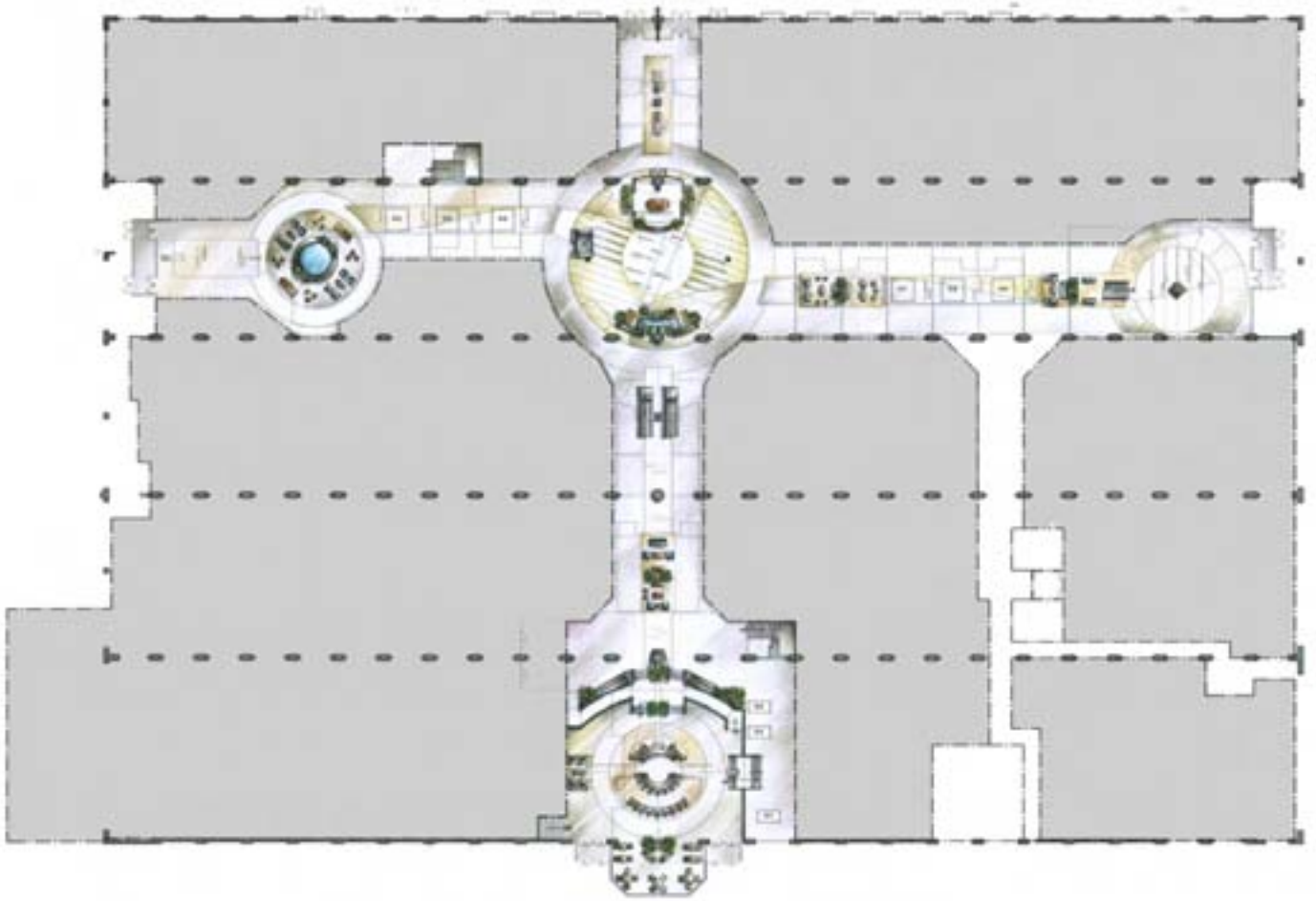


Gold Pedestal
Real Estate Co., Ltd.
333,680 Square Feet
(31,000 Square Meters)

Integrated Services

Conceptual design
Schematic design

Nanjing Jinji Mixed-use Development | Residential, Office, Retail
Nanjing, China



Scanlan Kemper Bard Companies
& Blake Hunt Ventures
247,567 Square Feet

Project Phase

Design

Integrated Services

Conceptual design
Architectural design
Interior design and space planning
Construction administration
Tenant coordination

Trolley Square Retail Renovation

Salt Lake City, Utah

Ventura Boulevard Design Guidelines

1997

Camarillo, CA

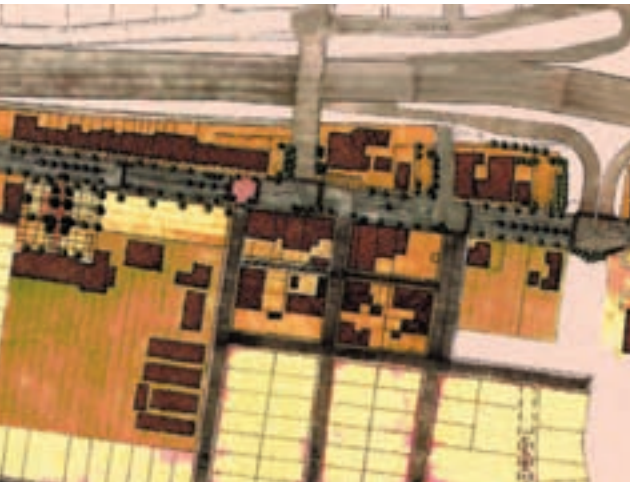


Ventura Boulevard, the former commercial core of Camarillo has seen a gradual decline over several decades due to changing commercial patterns.

Working with City staff and holding several community workshops with area merchants, the design team established a thematic approach to Downtown improvements that best suited this "Old Town" area. Future development in the area will respect the stylistic variation in the area but the public improvements will unify the district with strong visual elements and a rich landscape palette.

The team also worked to address the adjacent freeway to anticipate smooth traffic flow, visibility to passing motorists and appropriate signage.

Project Type: Design
Guidelines
Client: City of Camarillo



Winner
1998 Award of Merit
American Planning Association
California Chapter



422 East Main Street
San Buenaventura, CA 93001
ph 805.652.2115 fx 805.652.1532
www.mainstreetarchitects.com

Westside Design Guidelines

Ventura, CA

1999



The Vision for Westside Ventura is of a place rich in diversity – culturally and economically – a tight-knit community of residents and businesses; a place where good housing is available in a mixture of types – cottages, bungalows, hillside homes, apartments and townhouses, all within reasonable walking distance of shops and businesses. It is a place where owning a car is not prerequisite to enjoying access to the benefits of the community.

Most significant to this effort, that plan identified the community's desire to retain and promote a local core of businesses, shops and service uses that would support the residents in a very pedestrian-friendly environment. The Consensus Plan also identified a desire to strengthen the community's identity as a

physical district, by reinforcing points of entry – as gateways – and by improving the appearance of the significant travel corridors – primarily Ventura Avenue and Olive Streets, but also Main Street and Stanley Avenue. The Consensus Plan also identified the desire promote pedestrian and bicycle access throughout the district for both recreational and functional purposes.

Preparation of this document continued the Workshop process with an emphasis on physical improvements for both the public and private realms, and on creating a strategic physical plan to help realize the Community's Vision.

Project Type: Design Guidelines
Client: City of San Buenaventura



*Winner
1999 Award of Merit
American Planning Association
Central Coast Chapter*



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San Buenaventura, CA 93001
ph 805.652.2115 fx 805.652.1532
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Santa Clara Court Mixed Use

Ventura, CA

completion
Fall 2007

Arranged around two courtyards, this housing complex provides 21 dwellings in the Downtown Ventura core, close to shopping and entertainment amenities. There are three live/work units along the front.

Access to the parking is provided by the rear alley. Parking is tucked under the dwellings and the sloping configuration of this space allows for interesting level changes in the courtyards above.

Project Type: Urban Mixed Use (Commercial, Housing)
Client: S.C.S.U.R.P. Inc.
Cost: \$7.5 million
Area: 39,000 s.f.



ARCHITECTS + PLANNERS, INC.

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San Buenaventura, CA 93001
ph 805.652.2115 fx 805.652.1532
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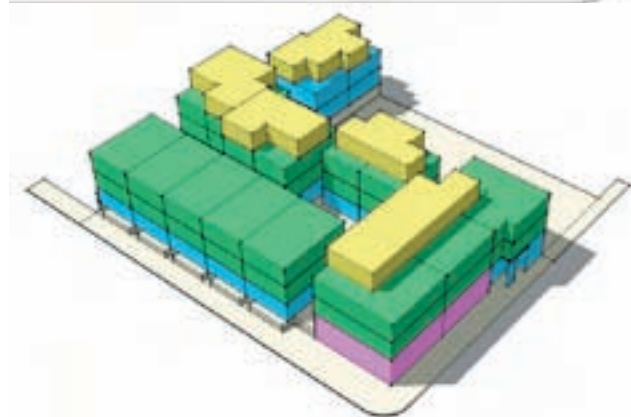


Occupying a prime spot in the core of Downtown Ventura, Encanto del Mar features 37 dwellings and corner commercial opportunities.

Homes are arranged around a series of courtyards and the whole development sits on top of partial underground parking. The mass of the building is articulated to reduce the impression of a monolithic block, shaping it in sympathy with the scale of the surrounding neighborhood.

The style of the architecture is contemporary while still being deferential to the historic character of Downtown Ventura.

Project Type: Urban Mixed Use (Commercial, Housing)
Client: Encanto del Mar LLC
Cost: \$10.8 million
Area: 49,800 s.f.



Encanto del Mar Mixed Use

Ventura, CA

completion
Fall 2007

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Pacific Pointe Mixed Use Residences and Retail

July 2006



This project is the first major private investment on Ventura Avenue on the heels of Westside Ventura's focus on re-establishing economic and social vitality on its main corridor. Situated in an area calling for high density, the project places 33 dwellings, including two-story lofts, above a level of resident parking and retail frontage.

The design calls harkens to courtyard housing of early twentieth century Los Angeles. Units have private balconies as well as shared common space that will be appointed with plantings and fountains.

Project Type: Mixed Use
(Retail, Housing)
Client: Row Park, L.P.
Cost: \$4.3 million



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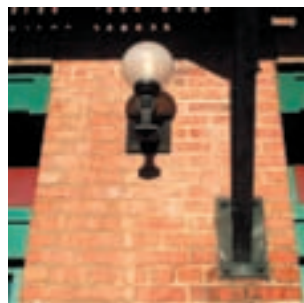
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Casa de Anza Apartment Renovation and Avenue Library

Ventura, CA

1998



Long neglected and considered a blight on the Westside of Ventura, the Casa de Anza Apartment Building was considered crime-ridden and dangerous. Rather than tearing down the 1928 brick structure, the City Council decided to rehabilitate the building into an affordable senior housing project, taking advantage of amenities within walking distance. The project was undertaken by a private development interest.

A new home for the Avenue branch of the Library system was needed and it was determined that the long-empty storefront in the Casa de Anza Building was perfect for this use. Mainstreet developed the design for the facility which includes computer facilities and a community meeting room. A nostalgic storefront system, appropriate to the original building design, graces the street frontage.

Project Type: Institutional
Client: Dove Properties,
Ventura County Library
System and City of Ventura
Cost: \$720,000
Area: 18,000 s.f.

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Oak/Poli Mixed Use Project

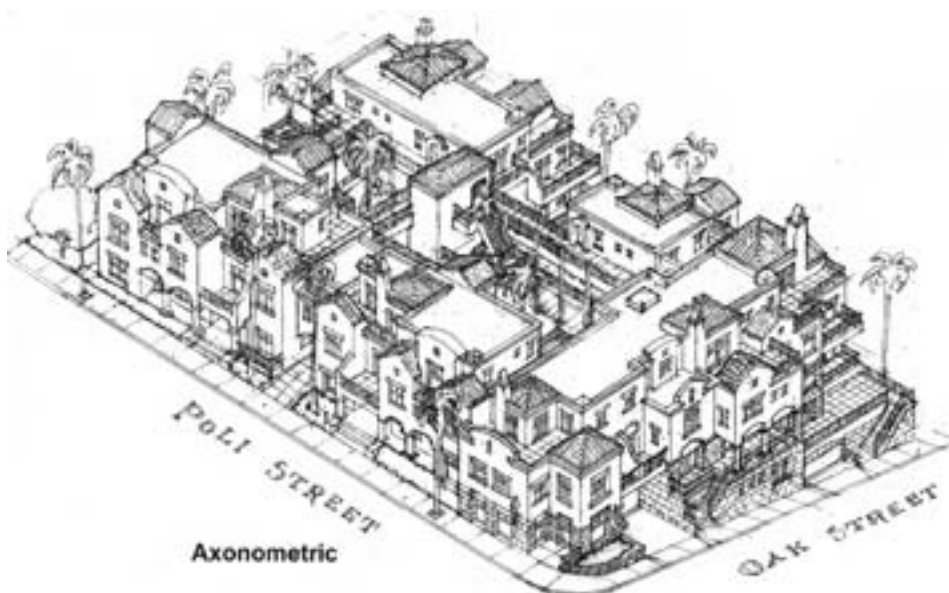
Ventura, CA

2003



One of the first projects to respond to the 1994 Downtown Ventura Specific Plan, this complex provides for two levels of parking, approximately 12,000 square feet of streetfront commercial and 32 market rate apartments, many with ocean views.

Project Type: Urban Mixed Use (Commercial, Housing)
Client: Oak Poli Associates
Cost: \$2.3 million
Area: 40,000 s.f.



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Aerial View From Southeast
10th & Charnelton Downtown Development Site



View of Courtyard
From West 10th Avenue



EXHIBIT B3



The West End

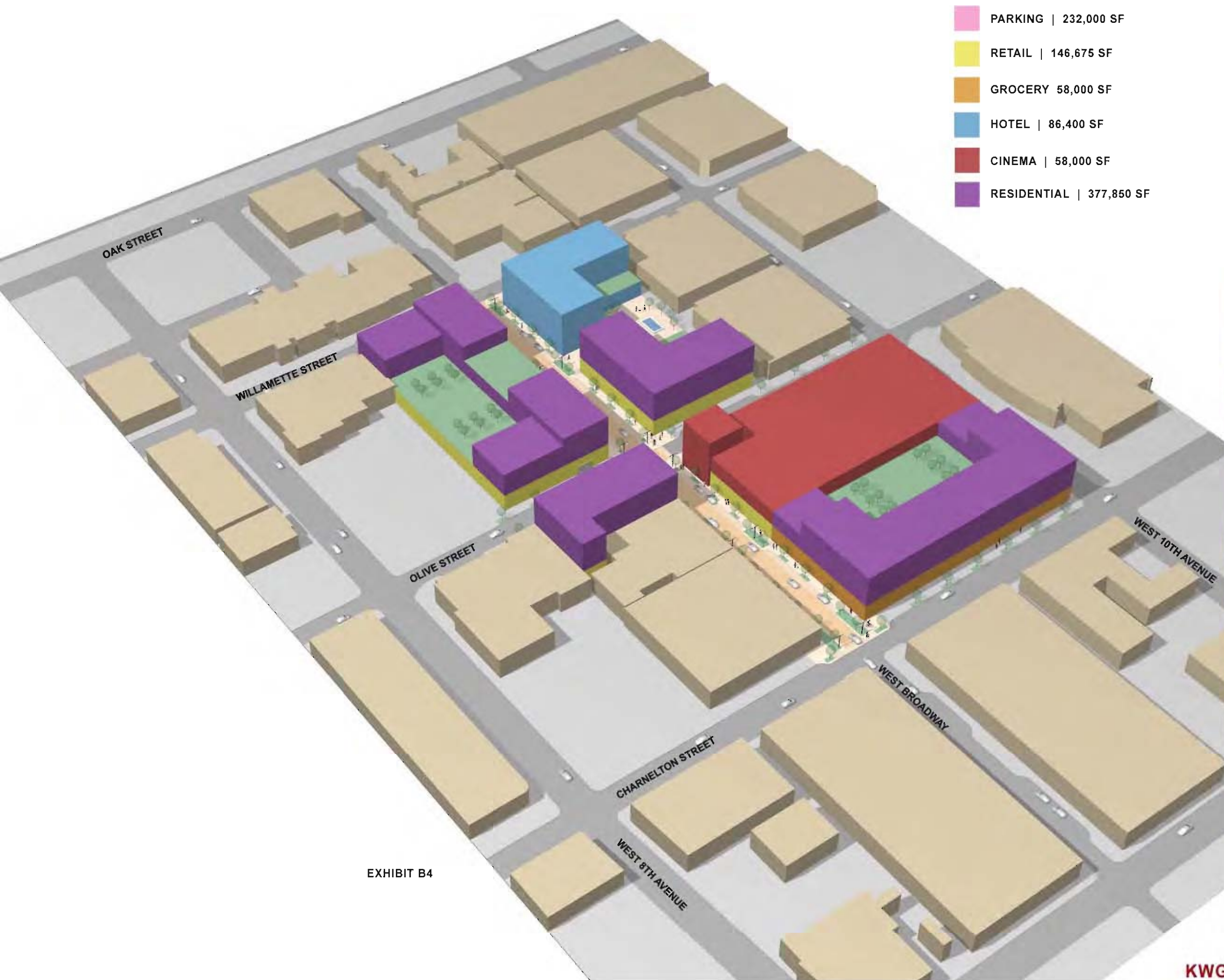
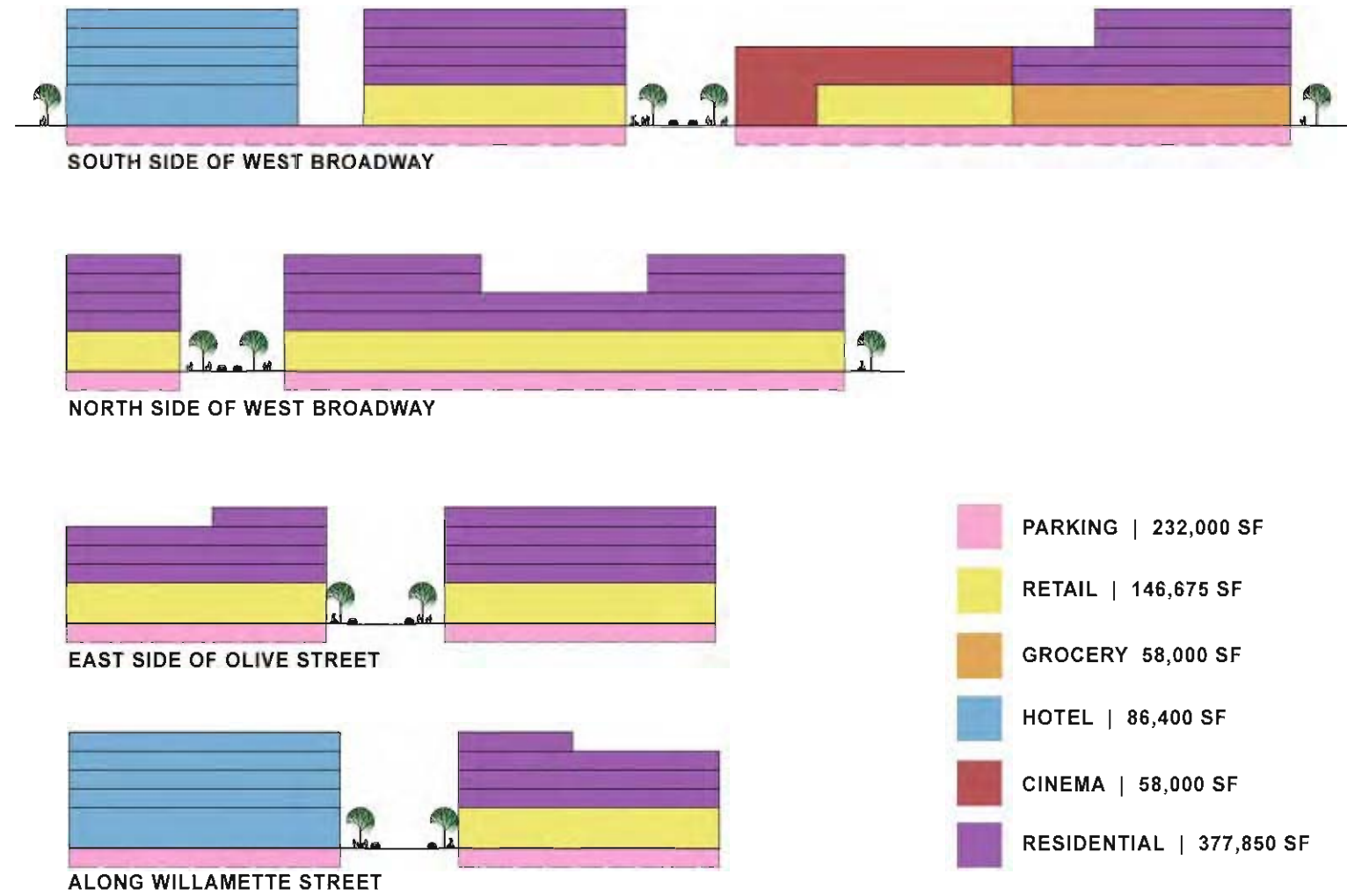
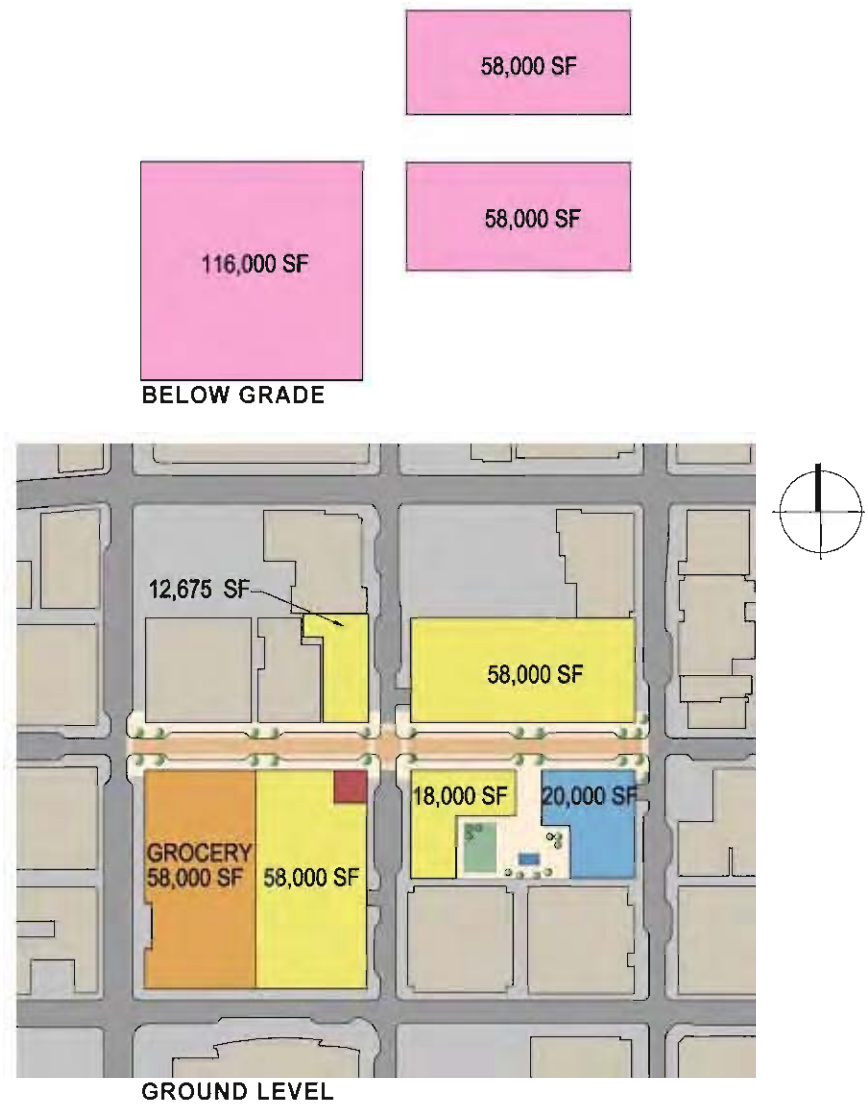


EXHIBIT B4



The West End



- PARKING | 232,000 SF
- RETAIL | 146,675 SF
- GROCERY 58,000 SF
- HOTEL | 86,400 SF
- CINEMA | 58,000 SF
- RESIDENTIAL | 377,850 SF

EXHIBIT B2 - STACKING PROGRAM DIAGRAMS

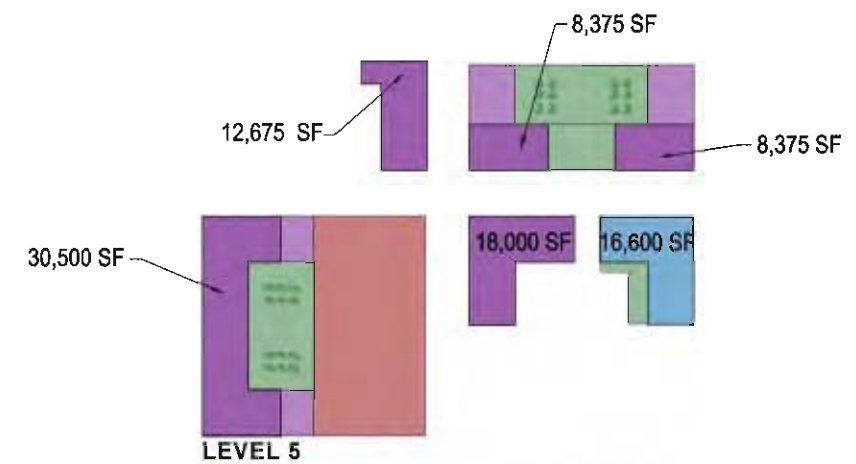
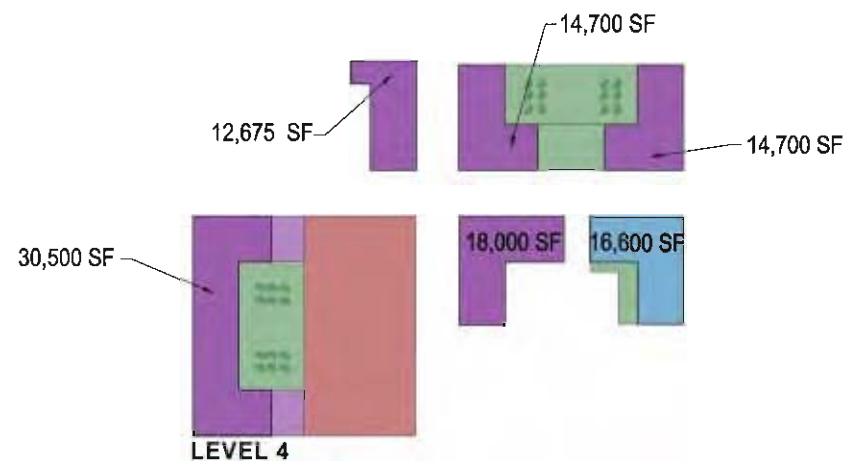
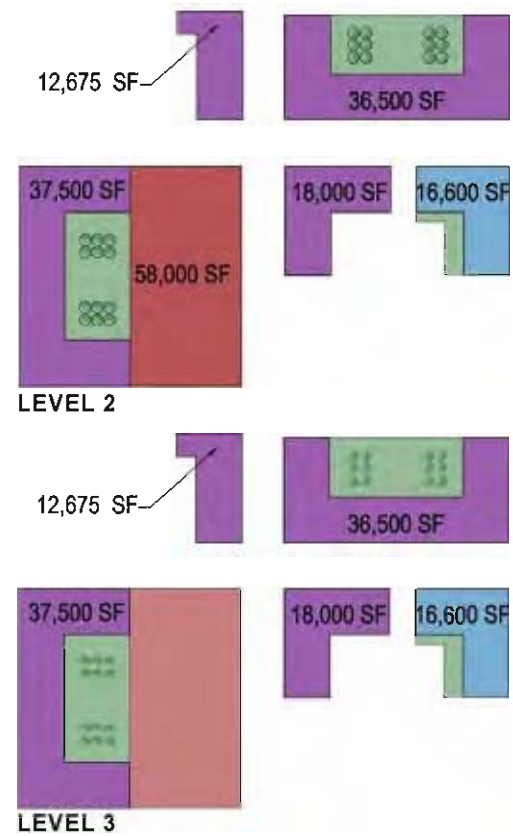


EXHIBIT B1 - SITE PLAN PROGRAM DIAGRAMS



- PARKING | 232,000 SF
- RETAIL | 146,675 SF
- GROCERY | 58,000 SF
- HOTEL | 86,400 SF
- CINEMA | 58,000 SF
- RESIDENTIAL | 377,850 SF

EXHIBIT B5